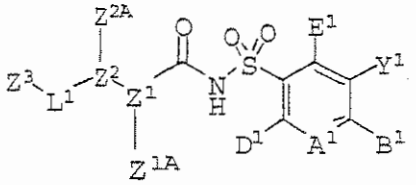
SUMMARY OF THE INVENTION

In one aspect, there is provided a compound having Formula (I)



(I),

or a therapeutically acceptable salt thereof,

wherein

A^1 is N or $C(A^2)$;

A^2 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, $C(O)NHNOH$, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

B^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, $C(O)NHNOH$, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

D^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

E^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

Y^1 is H, CN, NO_2, C(O)OH, F, Cl, Br, I, CF_3, OCF_3, CF_2CF_3, OCF_2CF_3, R^{17}, OR^{17}, $C(O)R^{17}$, $C(O)OR^{17}$, SR^{17}, SO_2R^{17}, NH_2, NHR^{17}, $N(R^{17})_2$, $NHC(O)R^{17}$, $C(O)NH_2$, $C(O)NHR^{17}$, $C(O)N(R^{17})_2$,-$NHS(O)R^{17}$ or $NHSO_2R^{17}$;

R^1 is R^2, R^3, R^4 or R^5;

R^{1A} is cycloalkyl, cycloalkenyl or cycloalkynyl;

R^2 is phenyl, which is unfused or fused with benzene, heteroarene or R^{2A}; R^{2A} is cycloalkane or heterocycloalkane;

R^3 is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{3A}; R^{3A} is cycloalkane or heterocycloalkane;

R^4 is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{4A}; R^{4A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^5 is alkyl, alkenyl or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^6, R^7, OR^7, SR^7, $S(O)R^7$, SO_2R^7, NHR^7, $N(R^7)_2$, $C(O)R^7$, $C(O)NH_2$, $C(O)NHR^7$, $C(O)N(R^7)_2$, $NHC(O)R^7$, $NR^7C(O)R^7$, $NHSO_2R^7$,

$NHC(O)OR^7$, SO_2NH_2, SO_2NHR^7, $SO_2N(R^7)_2$, $NHC(O)NH_2$, $NHC(O)NHR^7$, $NHC(O)CH(CH_3)NHC(O)CH(CH_3)NH_2$, $NHC(O)CH(CH_3)NHC(O)CH(CH_3)NHR^1$, OH, (O), C(O)OH, N_3, CN, NH_2, CF_3, CF_2CF_3, F, Cl, Br and I;

R^6 is C_2-C_5-spiroalkyl, each of which is unsubstituted or substituted with OH, (O), N_3, CN, CF_3, CF_2CF_3, F, Cl, Br, I, NH_2, $NH(CH_3)$ or $N(CH_3)_2$;

R^7 is R^8, R^9, R^{10} or R^{11};

R^8 is phenyl, which is unfused or fused with benzene, heteroarene or R^{8A}; R^{8A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^9 is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{9A}; R^{9A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{10} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl each of which is unfused or fused with benzene, heteroarene or R^{10A}; R^{10A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{11} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{12}, OR^{12}, SR^{12}, $S(O)R^{12}$, SO_2R^{12}, $C(O)R^{12}$, $CO(O)R^{12}$, $OC(O)R^{12}$, $OC(O)OR^{12}$, NH_2, NHR^{12}, $N(R^{12})_2$, $NHC(O)R^{12}$, $NR^{12}C(O)R^{12}$, $NHS(O)_2R^{12}$, $NR^{12}S(O)_2R^{12}$, $NHC(O)OR^{12}$, $NR^{12}C(O)OR^{12}$, $NHC(O)NH_2$, $NHC(O)NHR^{12}$, $NHC(O)N(R^{12})_2$, $NR^{12}C(O)NHR^{12}$, $NR^{12}C(O)N(R^{12})_2$, $C(O)NH_2$, $C(O)NHR^{12}$, $C(O)N(R^{12})_2$, C(O)NHOH, $C(O)NHOR^{12}$, $C(O)NHSO_2R^{12}$, $C(O)NR^{12}SO_2R^{12}$, SO_2NH_2, SO_2NHR^{12}, $SO_2N(R^{12})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{12}$, $C(N)N(R^{12})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{12} is R^{13}, R^{14}, R^{15} or R^{16};

R^{13} is phenyl, which is unfused or fused with benzene, heteroarene or R^{13A}; R^{13A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{14} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{14A}; R^{14A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{15} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene, each of which is unfused or fused with benzene, heteroarene or R^{15A}; R^{15A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{16} is alkyl, alkenyl or alkynyl;

R^{17} is R^{18}, R^{19}, R^{20} or R^{21};

R^{18} is phenyl, which is unfused or fused with benzene, heteroarene or R^{18A}; R^{18A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{19} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{19A}; R^{19A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{20} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl each of which is unfused or fused with benzene, heteroarene or R^{20A}; R^{20A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{21} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{22}, OR^{22}, SR^{22}, $S(O)R^{22}$, SO_2R^{22}, $C(O)R^{22}$, $CO(O)R^{22}$, $OC(O)R^{22}$, $OC(O)OR^{22}$, NH_2, NHR^{22}, $N(R^{22})_2$, $NHC(O)R^{22}$, $NR^{22}C(O)R^{22}$, $NHS(O)_2R^{22}$, $NR^{22}S(O)_2R^{22}$, $NHC(O)OR^{22}$, $NR^{22}C(O)OR^{22}$, $NHC(O)NH_2$, $NHC(O)NHR^{22}$, $NHC(O)N(R^{22})_2$, $NR^{22}C(O)NHR^{22}$, $NR^{22}C(O)N(R^{22})_2$, $C(O)NH_2$, $C(O)NHR^{22}$, $C(O)N(R^{22})_2$, $C(O)NHOH$, $C(O)NHOR^{22}$, $C(O)NHSO_2R^{22}$, $C(O)NR^{22}SO_2R^{22}$, SO_2NH_2, SO_2NHR^{22}, $SO_2N(R^{22})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{22}$, $C(N)N(R^{22})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{22} is R^{23}, R^{24} or R^{25};

R^{23} is phenyl, which is unfused or fused with benzene, heteroarene or R^{23A}; R^{23A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{24} is heteroarene, which is unfused or fused with benzene, heteroarene or R^{24A}; R^{24A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{25} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl each of which is unfused or fused with benzene, heteroarene or R^{25A}; R^{25A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

Z^1 is R^{26};

Z^2 is R^{28}, R^{29} or R^{30};

Z^{1A} and Z^{2A} are both absent

L^1 is R^{37}, OR^{37}, SR^{37}, $S(O)R^{37}$, SO_2R^{37}, $C(O)R^{37}$, $CO(O)R^{37}$, $OC(O)R^{37}$, $OC(O)OR^{37}$, NHR^{37}, C(O)NH, $C(O)NR^{37}$, $C(O)NHOR^{37}$, $C(O)NHSO_2R^{37}$, SO_2NH, SO_2NHR^{37}, C(N)NH, or $C(N)NHR^{37}$;

R^{26} is phenylene;

R^{28} is phenylene, which is unfused or fused with benzene, heteroarene or R^{28A}; R^{28A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{29} is heteroarylene, which is unfused or fused with benzene or heteroarene or R^{29A}; R^{29A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene ;

R^{30} is cycloalkylene, cycloalkenylene, heterocycloalkylene or heterocycloalkenylene, each of which is unfused or fused with benzene, heteroarene or R^{30A}; R^{30A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{37} is a bond or R^{37A};

R^{37A} is alkylene, alkenylene, or alkynylene, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{37B}, OR^{37B}, SR^{37B}, $S(O)R^{37B}$, SO_2R^{37B}, $C(O)R^{37B}$, $CO(O)R^{37B}$, $OC(O)R^{37B}$, $OC(O)OR^{37B}$, NH_2, NHR^{37B}, $N(R^{37B})_2$, $NHC(O)R^{37B}$, $NR^{37B}C(O)R^{37B}$, $NHS(O)_2R^{37B}$, $NR^{37B}S(O)_2R^{37B}$, $NHC(O)OR^{37B}$, $NR^{37B}C(O)OR^{37B}$, $NHC(O)NH_2$, $NHC(O)NHR^{37B}$, $NHC(O)N(R^{37B})_2$, $NR^{37B}C(O)NHR^{37B}$, $NR^{37B}C(O)N(R^{37B})_2$, $C(O)NH_2$, $C(O)NHR^{37B}$, $C(O)N(R^{37B})_2$, C(O)NHOH, $C(O)NHOR^{37B}$, $C(O)NHSO_2R^{37B}$, $C(O)NR^{37B}SO_2R^{37B}$, SO_2NH_2, SO_2NHR^{37B}, $SO_2N(R^{37B})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{37B}$, $C(N)N(R^{37B})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{37B} is alkyl, alkenyl, alkynyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl, or heterocycloalkenyl;

Z^3 is R^{38}, R^{39} or R^{40};

R^{38} is phenyl, which is unfused or fused with benzene, heteroarene or R^{38A}; R^{38A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{39} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{39A}; R^{39A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{40} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{40A}; R^{40A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

wherein the phenylene represented by R^{26} is with one OR^{41};

R^{41} is R^{42} or R^{43};

R^{42} is phenyl, which is unfused or fused with benzene, heteroarene or R^{42A}; R^{42A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{43} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{43A}; R^{43A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

wherein the moieties represented by R^{42}, and R^{43}, are independently substituted with one or two or three or four substituents independently selected from R^{50}, OR^{50}, SR^{50}, $S(O)R^{50}$, SO_2R^{50}, $C(O)R^{50}$, $CO(O)R^{50}$, $OC(O)R^{50}$, $OC(O)OR^{50}$, NH_2, NHR^{50}, $N(R^{50})_2$, $NHC(O)R^{50}$, $NR^{50}C(O)R^{50}$, $NHS(O)_2R^{50}$, $NR^{50}S(O)_2R^{50}$, $NHC(O)OR^{50}$, $NR^{50}C(O)OR^{50}$, $NHC(O)NH_2$, $NHC(O)NHR^{50}$, $NHC(O)N(R^{50})_2$, $NR^{50}C(O)NHR^{50}$, $NR^{50}C(O)N(R^{50})_2$, $C(O)NH_2$, $C(O)NHR^{50}$, $C(O)N(R^{50})_2$, C(O)NHOH, $C(O)NHOR^{50}$, $C(O)NHSO_2R^{50}$, $C(O)NR^{50}SO_2R^{50}$, SO_2NH_2, SO_2NHR^{50}, $SO_2N(R^{50})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{50}$, $C(N)N(R^{50})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{50} is R^{51}, R^{52}, R^{53} or R^{54};

R^{51} is phenyl, which is unfused or fused with benzene, heteroarene or R^{51A}; R^{51A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{52} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{52A}; R^{52A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{53} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{53A}; R^{53A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{54} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{55}, OR^{55}, SR^{55}, $S(O)R^{55}$, SO_2R^{55}, $C(O)R^{55}$, $CO(O)R^{55}$, $OC(O)R^{55}$, $OC(O)OR^{55}$, NH_2, NHR^{55}, $N(R^{55})_2$, $NHC(O)R^{55}$, $NR^{55}C(O)R^{55}$, $NHS(O)_2R^{55}$, $NR^{55}S(O)_2R^{55}$, $NHC(O)OR^{55}$, $NR^{55}C(O)OR^{55}$, $NHC(O)NH_2$, $NHC(O)NHR^{55}$, $NHC(O)N(R^{55})_2$, $NR^{55}C(O)NHR^{55}$, $NR^{55}C(O)N(R^{55})_2$, $C(O)NH_2$, $C(O)NHR^{55}$, $C(O)N(R^{55})_2$, C(O)NHOH, $C(O)NHOR^{55}$, $C(O)NHSO_2R^{55}$, $C(O)NR^{55}SO_2R^{55}$, SO_2NH_2, SO_2NHR^{55}, $SO_2N(R^{55})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{55}$, $C(N)N(R^{55})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{55} is alkyl, alkenyl, alkynyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl; and

wherein each foregoing cyclic moiety is independently unsubstituted, substituted or further substituted with one or two or three or four or five substituents independently selected from R^{57A}, R^{57}, OR^{57}, SR^{57}, $S(O)R^{57}$, SO_2R^{57}, $C(O)R^{57}$, $CO(O)R^{57}$, $OC(O)R^{57}$, $OC(O)OR^{57}$, NH_2, NHR^{57}, $N(R^{57})_2$, $NHC(O)R^{57}$, $NR^{57}C(O)R^{57}$, $NHS(O)_2R^{57}$, $NR^{57}S(O)_2R^{57}$, $NHC(O)OR^{57}$, $NR^{57}C(O)OR^{57}$, $NHC(O)NH_2$, $NHC(O)NHR^{57}$, $NHC(O)N(R^{57})_2$, $NR^{57}C(O)NHR^{57}$, $NR^{57}C(O)N(R^{57})_2$, $C(O)NH_2$, $C(O)NHR^{57}$, $C(O)N(R^{57})_2$, C(O)NHOH, $C(O)NHOR^{57}$, $C(O)NHSO_2R^{57}$, $C(O)NR^{57}SO_2R^{57}$, SO_2NH_2, SO_2NHR^{57}, $SO_2N(R^{57})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{57}$, $C(N)N(R^{57})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{57A} is spirocyclyl;

R^{57} is R^{58}, R^{59}, R^{60} or R^{61};

R^{58} is phenyl, which is unfused or fused with benzene, heteroarene or R^{58A}; R^{58A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{59} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{59A}; R^{59A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{60} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{60A}; R^{60A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{61} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{62}, OR^{62}, SR^{62}, $S(O)R^{62}$, SO_2R^{62}, $C(O)R^{62}$, $CO(O)R^{62}$, $OC(O)R^{62}$, $OC(O)OR^{62}$, NH_2, NHR^{62}, $N(R^{62})_2$, $NHC(O)R^{62}$, $NR^{62}C(O)R^{62}$, $NHS(O)_2R^{62}$, $NR^{62}S(O)_2R^{62}$, $NHC(O)OR^{62}$, $NR^{62}C(O)OR^{62}$, $NHC(O)NH_2$, $NHC(O)NHR^{62}$, $NHC(O)N(R^{62})_2$, $NR^{62}C(O)NHR^{62}$, $NR^{62}C(O)N(R^{62})_2$, $C(O)NH_2$, $C(O)NHR^{62}$, $C(O)N(R^{62})_2$, $C(O)NHOH$, $C(O)NHOR^{62}$, $C(O)NHSO_2R^{62}$, $C(O)NR^{62}SO_2R^{62}$, SO_2NH_2, SO_2NHR^{62}, $SO_2N(R^{62})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{62}$, $C(N)N(R^{62})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{62} is R^{63}, R^{64}, R^{65} or R^{66};

R^{63} is phenyl, which is unfused or fused with benzene, heteroarene or R^{63A}; R^{63A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{64} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{64A}; R^{64A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{65} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{65A}; R^{65A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{66} is alkyl, alkenyl or alkenyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{67}, OR^{67}, SR^{67}, $S(O)R^{67}$, SO_2R^{67}, $C(O)R^{67}$, $CO(O)R^{67}$, $OC(O)R^{67}$, $OC(O)OR^{67}$, NH_2, NHR^{67}, $N(R^{67})_2$, $NHC(O)R^{67}$, $NR^{67}C(O)R^{67}$, $NHS(O)_2R^{67}$, $NR^{67}S(O)_2R^{67}$, $NHC(O)OR^{67}$, $NR^{67}C(O)OR^{67}$, $NHC(O)NH_2$, $NHC(O)NHR^{67}$, $NHC(O)N(R^{67})_2$, $NR^{67}C(O)NHR^{67}$, $NR^{67}C(O)N(R^{67})_2$, $C(O)NH_2$, $C(O)NHR^{67}$, $C(O)N(R^{67})_2$, $C(O)NHOH$, $C(O)NHOR^{67}$, $C(O)NHSO_2R^{67}$, $C(O)NR^{67}SO_2R^{67}$, SO_2NH_2, SO_2NHR^{67}, $SO_2N(R^{67})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{67}$, $C(N)N(R^{67})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{67} is alkyl, alkenyl, alkynyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl;

wherein the moieties represented by R^{57A}, R^{58}, R^{59}, R^{60}, R^{63}, R^{64}, R^{65}, and R^{67} are unsubstituted or substituted with one or two or three or four substituents independently selected from R^{68}, OR^{68}, SR^{68}, $S(O)R^{68}$, SO_2R^{68}, $C(O)R^{68}$, $CO(O)R^{68}$, $OC(O)R^{68}$, $OC(O)OR^{68}$, NH_2, NHR^{68}, $N(R^{68})_2$, $NHC(O)R^{68}$, $NR^{68}C(O)R^{68}$, $NHS(O)_2R^{68}$, $NR^{68}S(O)_2R^{68}$, $NHC(O)OR^{68}$, $NR^{68}C(O)OR^{68}$, $NHC(O)NH_2$, $NHC(O)NHR^{68}$, $NHC(O)N(R^{68})_2$, $NR^{68}C(O)NHR^{68}$, $NR^{68}C(O)N(R^{68})_2$, $C(O)NH_2$, $C(O)NHR^{68}$, $C(O)N(R^{68})_2$, C(O)NHOH, $C(O)NHOR^{68}$, $C(O)NHSO_2R^{68}$, $C(O)NR^{68}SO_2R^{68}$, SO_2NH_2, SO_2NHR^{68}, $SO_2N(R^{68})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{68}$, $C(N)N(R^{68})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{68} is R^{69}, R^{70}, R^{71} or R^{72};

R^{69} is phenyl, which is unfused or fused with benzene, heteroarene or R^{69A}; R^{69A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{70} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{70A}; R^{70A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{71} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{71A}; R^{71A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

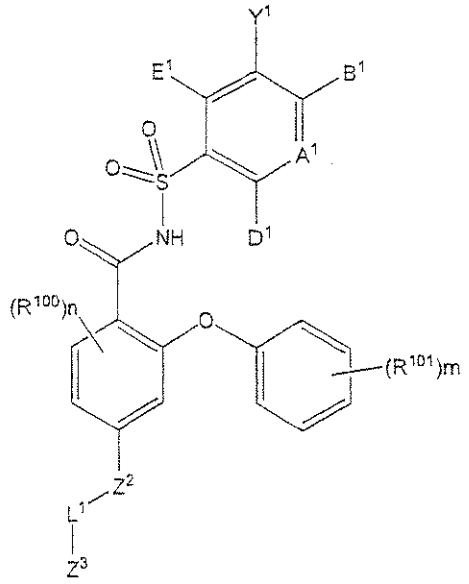
R^{72} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{73}, OR^{73}, SR^{73}, $S(O)R^{73}$, SO_2R^{73}, $C(O)R^{73}$, $CO(O)R^{73}$, $OC(O)R^{73}$, $OC(O)OR^{73}$, NH_2, NHR^{73}, $N(R^{73})_2$, $NHC(O)R^{73}$, $NR^{73}C(O)R^{73}$, $NHS(O)_2R^{73}$, $NR^{73}S(O)_2R^{73}$, $NHC(O)OR^{73}$, $NR^{73}C(O)OR^{73}$, $NHC(O)NH_2$, $NHC(O)NHR^{73}$, $NHC(O)N(R^{73})_2$, $NR^{73}C(O)NHR^{73}$, $NR^{73}C(O)N(R^{73})_2$, $C(O)NH_2$, $C(O)NHR^{73}$, $C(O)N(R^{73})_2$, C(O)NHOH, $C(O)NHOR^{73}$, $C(O)NHSO_2R^{73}$, $C(O)NR^{73}SO_2R^{73}$, SO_2NH_2, SO_2NHR^{73}, $SO_2N(R^{73})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{73}$, $C(N)N(R^{73})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{73} is alkyl, alkenyl, alkenyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl; and

the moieties represented by R^{69}, R^{70}, and R^{71} are unsubstituted or substituted with one or two or three or four substituents independently selected from NH_2, $C(O)NH_2$, C(O)NHOH,

SO_2NH_2, C(O)H, C(O)OH, $C(N)NH_2$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I.

In one aspect, there is provided a compound having Formula (II)



(II),

or a therapeutically acceptable salt thereof,

wherein

R^{100} is absent;

n is 0;

m is 1, 2, 3, 4, or 5;

A^1 is N or $C(A^2)$;

A^2 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$,

$C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

B^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

D^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

E^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$; and

Y^1 is H, CN, NO_2, C(O)OH, F, Cl, Br, I, CF_3, OCF_3, CF_2CF_3, OCF_2CF_3, R^{17}, OR^{17}, $C(O)R^{17}$, $C(O)OR^{17}$, SR^{17}, SO_2R^{17}, NH_2, NHR^{17}, $N(R^{17})_2$, $NHC(O)R^{17}$, $C(O)NH_2$, $C(O)NHR^{17}$, $C(O)N(R^{17})_2$, $NHS(O)R^{17}$ or $NHSO_2R^{17}$; or

R^1 is R^2, R^3, R^4 or R^5;

R^{1A} is cycloalkyl, cycloalkenyl or cycloalkynyl;

R^2 is phenyl, which is unfused or fused with benzene, heteroarene or R^{2A}; R^{2A} is cycloalkane or heterocycloalkane;

R^3 is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{3A}; R^{3A} is cycloalkane or heterocycloalkane;

R^4 is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{4A}; R^{4A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^5 is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^6, R^7, OR^7, SR^7, $S(O)R^7$, SO_2R^7, NHR^7, $N(R^7)_2$, $C(O)R^7$, $C(O)NH_2$, $C(O)NHR^7$, $C(O)N(R^7)_2$, $NHC(O)R^7$, $NR^7C(O)R^7$, $NHSO_2R^7$, $NHC(O)OR^7$, SO_2NH_2, SO_2NHR^7, $SO_2N(R^7)_2$, $NHC(O)NH_2$, $NHC(O)NHR^7$, $NHC(O)CH(CH_3)NHC(O)CH(CH_3)NH_2$, $NHC(O)CH(CH_3)NHC(O)CH(CH_3)NHR^1$, OH, (O), $C(O)OH$, N_3, CN, NH_2, CF_3, CF_2CF_3, F, Cl, Br and I;

R^6 is C_2-C_5-spiroalkyl, each of which is unsubstituted or substituted with OH, (O), N_3, CN, CF_3, CF_2CF_3, F, Cl, Br, I, NH_2, $NH(CH_3)$ or $N(CH_3)_2$;

R^7 is R^8, R^9, R^{10} or R^{11};

R^8 is phenyl, which is unfused or fused with benzene, heteroarene or R^{8A}; R^{8A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^9 is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{9A}; R^{9A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{10} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl each of which is unfused or fused with benzene, heteroarene or R^{10A}; R^{10A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{11} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{12}, OR^{12}, SR^{12}, $S(O)R^{12}$, SO_2R^{12}, $C(O)R^{12}$, $CO(O)R^{12}$, $OC(O)R^{12}$, $OC(O)OR^{12}$, NH_2, NHR^{12}, $N(R^{12})_2$, $NHC(O)R^{12}$, $NR^{12}C(O)R^{12}$, $NHS(O)_2R^{12}$, $NR^{12}S(O)_2R^{12}$, $NHC(O)OR^{12}$, $NR^{12}C(O)OR^{12}$, $NHC(O)NH_2$, $NHC(O)NHR^{12}$,

$NHC(O)N(R^{12})_2$, $NR^{12}C(O)NHR^{12}$, $NR^{12}C(O)N(R^{12})_2$, $C(O)NH_2$, $C(O)NHR^{12}$, $C(O)N(R^{12})_2$, $C(O)NHOH$, $C(O)NHOR^{12}$, $C(O)NHSO_2R^{12}$, $C(O)NR^{12}SO_2R^{12}$, SO_2NH_2, SO_2NHR^{12}, $SO_2N(R^{12})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{12}$, $C(N)N(R^{12})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{12} is R^{13}, R^{14}, R^{15} or R^{16};

R^{13} is phenyl, which is unfused or fused with benzene, heteroarene or R^{13A}; R^{13A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{14} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{14A}; R^{14A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{15} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene, each of which is unfused or fused with benzene, heteroarene or R^{15A}; R^{15A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{16} is alkyl, alkenyl or alkynyl;

R^{17} is R^{18}, R^{19}, R^{20} or R^{21};

R^{18} is phenyl, which is unfused or fused with benzene, heteroarene or R^{18A}; R^{18A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{19} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{19A}; R^{19A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{20} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl each of which is unfused or fused with benzene, heteroarene or R^{20A}; R^{20A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{21} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{22}, OR^{22}, SR^{22}, $S(O)R^{22}$, SO_2R^{22}, $C(O)R^{22}$, $CO(O)R^{22}$, $OC(O)R^{22}$, $OC(O)OR^{22}$, NH_2, NHR^{22}, $N(R^{22})_2$, $NHC(O)R^{22}$, $NR^{22}C(O)R^{22}$, $NHS(O)_2R^{22}$, $NR^{22}S(O)_2R^{22}$, $NHC(O)OR^{22}$, $NR^{22}C(O)OR^{22}$, $NHC(O)NH_2$, $NHC(O)NHR^{22}$, $NHC(O)N(R^{22})_2$, $NR^{22}C(O)NHR^{22}$, $NR^{22}C(O)N(R^{22})_2$, $C(O)NH_2$, $C(O)NHR^{22}$, $C(O)N(R^{22})_2$, $C(O)NHOH$, $C(O)NHOR^{22}$, $C(O)NHSO_2R^{22}$, $C(O)NR^{22}SO_2R^{22}$, SO_2NH_2, SO_2NHR^{22}, $SO_2N(R^{22})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{22}$, $C(N)N(R^{22})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{22} is R^{23}, R^{24} or R^{25};

R^{23} is phenyl, which is unfused or fused with benzene, heteroarene or R^{23A}; R^{23A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{24} is heteroarene, which is unfused or fused with benzene, heteroarene or R^{24A}; R^{24A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{25} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl each of which is unfused or fused with benzene, heteroarene or R^{25A}; R^{25A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

Z^2 is R^{28}, R^{29} or R^{30};

L^1 is R^{37}, OR^{37}, SR^{37}, $S(O)R^{37}$, SO_2R^{37}, $C(O)R^{37}$, $CO(O)R^{37}$, $OC(O)R^{37}$, $OC(O)OR^{37}$, NHR^{37}, C(O)NH, $C(O)NR^{37}$, $C(O)NHOR^{37}$, $C(O)NHSO_2R^{37}$, SO_2NH, SO_2NHR^{37}, C(N)NH, or $C(N)NHR^{37}$;

R^{28} is phenylene, which is unfused or fused with benzene, heteroarene or R^{28A}; R^{28A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{29} is heteroarylene, which is unfused or fused with benzene or heteroarene or R^{29A}; R^{29A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{30} is cycloalkylene, cycloalkenylene, heterocycloalkylene or heterocycloalkenylene, each of which is unfused or fused with benzene, heteroarene or R^{30A}; R^{30A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{37} is a bond or R^{37A};

R^{37A} is alkylene, alkenylene, or alkynylene, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{37B}, OR^{37B}, SR^{37B}, $S(O)R^{37B}$, SO_2R^{37B}, $C(O)R^{37B}$, $CO(O)R^{37B}$, $OC(O)R^{37B}$, $OC(O)OR^{37B}$, NH_2, NHR^{37B}, $N(R^{37B})_2$, $NHC(O)R^{37B}$, $NR^{37B}C(O)R^{37B}$, $NHS(O)_2R^{37B}$, $NR^{37B}S(O)_2R^{37B}$, $NHC(O)OR^{37B}$, $NR^{37B}C(O)OR^{37B}$, $NHC(O)NH_2$, $NHC(O)NHR^{37B}$, $NHC(O)N(R^{37B})_2$, $NR^{37B}C(O)NHR^{37B}$, $NR^{37B}C(O)N(R^{37B})_2$, $C(O)NH_2$, $C(O)NHR^{37B}$, $C(O)N(R^{37B})_2$, C(O)NHOH, $C(O)NHOR^{37B}$, $C(O)NHSO_2R^{37B}$, $C(O)NR^{37B}SO_2R^{37B}$, SO_2NH_2, SO_2NHR^{37B}, $SO_2N(R^{37B})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{37B}$, $C(N)N(R^{37B})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and;

R^{37B} is alkyl, alkenyl, alkynyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl, or heterocycloalkenyl;

Z^3 is R^{38}, R^{39} or R^{40};

R^{38} is phenyl, which is unfused or fused with benzene, heteroarene or R^{38A}; R^{38A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{39} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{39A}; R^{39A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{40} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{40A}; R^{40A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

wherein R^{101} is selected from R^{50}, OR^{50}, SR^{50}, $S(O)R^{50}$, SO_2R^{50}, $C(O)R^{50}$, $CO(O)R^{50}$, $OC(O)R^{50}$, $OC(O)OR^{50}$, NH_2, NHR^{50}, $N(R^{50})_2$, $NHC(O)R^{50}$, $NR^{50}C(O)R^{50}$, $NHS(O)_2R^{50}$, $NR^{50}S(O)_2R^{50}$, $NHC(O)OR^{50}$, $NR^{50}C(O)OR^{50}$, $NHC(O)NH_2$, $NHC(O)NHR^{50}$, $NHC(O)N(R^{50})_2$, $NR^{50}C(O)NHR^{50}$, $NR^{50}C(O)N(R^{50})_2$, $C(O)NH_2$, $C(O)NHR^{50}$, $C(O)N(R^{50})_2$, $C(O)NHOH$, $C(O)NHOR^{50}$, $C(O)NHSO_2R^{50}$, $C(O)NR^{50}SO_2R^{50}$, SO_2NH_2, SO_2NHR^{50}, $SO_2N(R^{50})_2$, $C(O)H$, $C(O)OH$, $C(N)NH_2$, $C(N)NHR^{50}$, $C(N)N(R^{50})_2$, $CNOH$, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{50} is R^{51}, R^{52}, R^{53} or R^{54};

R^{51} is phenyl, which is unfused or fused with benzene, heteroarene or R^{51A}; R^{51A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{52} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{52A}; R^{52A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{53} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{53A}; R^{53A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{54} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{55}, OR^{55}, SR^{55}, $S(O)R^{55}$, SO_2R^{55}, $C(O)R^{55}$, $CO(O)R^{55}$, $OC(O)R^{55}$, $OC(O)OR^{55}$, NH_2, NHR^{55}, $N(R^{55})_2$, $NHC(O)R^{55}$, $NR^{55}C(O)R^{55}$, $NHS(O)_2R^{55}$, $NR^{55}S(O)_2R^{55}$, $NHC(O)OR^{55}$, $NR^{55}C(O)OR^{55}$, $NHC(O)NH_2$, $NHC(O)NHR^{55}$,

$NHC(O)N(R^{55})_2$, $NR^{55}C(O)NHR^{55}$, $NR^{55}C(O)N(R^{55})_2$, $C(O)NH_2$, $C(O)NHR^{55}$, $C(O)N(R^{55})_2$, $C(O)NHOH$, $C(O)NHOR^{55}$, $C(O)NHSO_2R^{55}$, $C(O)NR^{55}SO_2R^{55}$, SO_2NH_2, SO_2NHR^{55}, $SO_2N(R^{55})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{55}$, $C(N)N(R^{55})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{55} is alkyl, alkenyl, alkynyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl;

wherein each foregoing cyclic moiety is independently unsubstituted, substituted or further substituted with one or two or three or four or five substituents selected from R^{57A}, R^{57}, OR^{57}, SR^{57}, $S(O)R^{57}$, SO_2R^{57}, $C(O)R^{57}$, $CO(O)R^{57}$, $OC(O)R^{57}$, $OC(O)OR^{57}$, NH_2, NHR^{57}, $N(R^{57})_2$, $NHC(O)R^{57}$, $NR^{57}C(O)R^{57}$, $NHS(O)_2R^{57}$, $NR^{57}S(O)_2R^{57}$, $NHC(O)OR^{57}$, $NR^{57}C(O)OR^{57}$, $NHC(O)NH_2$, $NHC(O)NHR^{57}$, $NHC(O)N(R^{57})_2$, $NR^{57}C(O)NHR^{57}$, $NR^{57}C(O)N(R^{57})_2$, $C(O)NH_2$, $C(O)NHR^{57}$, $C(O)N(R^{57})_2$, $C(O)NHOH$, $C(O)NHOR^{57}$, $C(O)NHSO_2R^{57}$, $C(O)NR^{57}SO_2R^{57}$, SO_2NH_2, SO_2NHR^{57}, $SO_2N(R^{57})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{57}$, $C(N)N(R^{57})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{57A} is spirocyclyl;

R^{57} is R^{58}, R^{59}, R^{60} or R^{61};

R^{58} is phenyl, which is unfused or fused with benzene, heteroarene or R^{58A}; R^{58A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{59} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{59A}; R^{59A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{60} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{60A}; R^{60A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{61} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{62}, OR^{62}, SR^{62}, $S(O)R^{62}$, SO_2R^{62}, $C(O)R^{62}$, $CO(O)R^{62}$, $OC(O)R^{62}$, $OC(O)OR^{62}$, NH_2, NHR^{62}, $N(R^{62})_2$, $NHC(O)R^{62}$, $NR^{62}C(O)R^{62}$, $NHS(O)_2R^{62}$, $NR^{62}S(O)_2R^{62}$, $NHC(O)OR^{62}$, $NR^{62}C(O)OR^{62}$, $NHC(O)NH_2$, $NHC(O)NHR^{62}$, $NHC(O)N(R^{62})_2$, $NR^{62}C(O)NHR^{62}$, $NR^{62}C(O)N(R^{62})_2$, $C(O)NH_2$, $C(O)NHR^{62}$, $C(O)N(R^{62})_2$,

$C(O)NHOH$, $C(O)NHOR^{62}$, $C(O)NHSO_2R^{62}$, $C(O)NR^{62}SO_2R^{62}$, SO_2NH_2, SO_2NHR^{62}, $SO_2N(R^{62})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{62}$, $C(N)N(R^{62})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{62} is R^{63}, R^{64}, R^{65} or R^{66};

R^{63} is phenyl, which is unfused or fused with benzene, heteroarene or R^{63A}; R^{63A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{64} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{64A}; R^{64A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{65} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{65A}; R^{65A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{66} is alkyl, alkenyl or alkenyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{67}, OR^{67}, SR^{67}, $S(O)R^{67}$, SO_2R^{67}, $C(O)R^{67}$, $CO(O)R^{67}$, $OC(O)R^{67}$, $OC(O)OR^{67}$, NH_2, NHR^{67}, $N(R^{67})_2$, $NHC(O)R^{67}$, $NR^{67}C(O)R^{67}$, $NHS(O)_2R^{67}$, $NR^{67}S(O)_2R^{67}$, $NHC(O)OR^{67}$, $NR^{67}C(O)OR^{67}$, $NHC(O)NH_2$, $NHC(O)NHR^{67}$, $NHC(O)N(R^{67})_2$, $NR^{67}C(O)NHR^{67}$, $NR^{67}C(O)N(R^{67})_2$, $C(O)NH_2$, $C(O)NHR^{67}$, $C(O)N(R^{67})_2$, $C(O)NHOH$, $C(O)NHOR^{67}$, $C(O)NHSO_2R^{67}$, $C(O)NR^{67}SO_2R^{67}$, SO_2NH_2, SO_2NHR^{67}, $SO_2N(R^{67})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{67}$, $C(N)N(R^{67})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I substituents;

R^{67} is alkyl, alkenyl, alkynyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl;

wherein the moieties represented by R^{57A}, R^{58}, R^{59}, R^{60}, R^{63}, R^{64}, R^{65}, and R^{67} are unsubstituted or substituted with one or two or three or four substituents independently selected from R^{68}, OR^{68}, SR^{68}, $S(O)R^{68}$, SO_2R^{68}, $C(O)R^{68}$, $CO(O)R^{68}$, $OC(O)R^{68}$, $OC(O)OR^{68}$, NH_2, NHR^{68}, $N(R^{68})_2$, $NHC(O)R^{68}$, $NR^{68}C(O)R^{68}$, $NHS(O)_2R^{68}$, $NR^{68}S(O)_2R^{68}$, $NHC(O)OR^{68}$, $NR^{68}C(O)OR^{68}$, $NHC(O)NH_2$, $NHC(O)NHR^{68}$, $NHC(O)N(R^{68})_2$, $NR^{68}C(O)NHR^{68}$, $NR^{68}C(O)N(R^{68})_2$, $C(O)NH_2$, $C(O)NHR^{68}$, $C(O)N(R^{68})_2$, $C(O)NHOH$, $C(O)NHOR^{68}$, $C(O)NHSO_2R^{68}$, $C(O)NR^{68}SO_2R^{68}$, SO_2NH_2, SO_2NHR^{68}, $SO_2N(R^{68})_2$, C(O)H, C(O)OH,

$C(N)NH_2$, $C(N)NHR^{68}$, $C(N)N(R^{68})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{68} is R^{69}, R^{70}, R^{71} or R^{72};

R^{69} is phenyl, which is unfused or fused with benzene, heteroarene or R^{69A}; R^{69A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{70} is heteroaryl, which is unfused or fused with benzene, heteroarene or R^{70A}; R^{70A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{71} is cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl, each of which is unfused or fused with benzene, heteroarene or R^{71A}; R^{71A} is cycloalkane, cycloalkene, heterocycloalkane or heterocycloalkene;

R^{72} is alkyl, alkenyl, or alkynyl, each of which is unsubstituted or substituted with one or two or three substituents independently selected from R^{73}, OR^{73}, SR^{73}, $S(O)R^{73}$, SO_2R^{73}, $C(O)R^{73}$, $CO(O)R^{73}$, $OC(O)R^{73}$, $OC(O)OR^{73}$, NH_2, NHR^{73}, $N(R^{73})_2$, $NHC(O)R^{73}$, $NR^{73}C(O)R^{73}$, $NHS(O)_2R^{73}$, $NR^{73}S(O)_2R^{73}$, $NHC(O)OR^{73}$, $NR^{73}C(O)OR^{73}$, $NHC(O)NH_2$, $NHC(O)NHR^{73}$, $NHC(O)N(R^{73})_2$, $NR^{73}C(O)NHR^{73}$, $NR^{73}C(O)N(R^{73})_2$, $C(O)NH_2$, $C(O)NHR^{73}$, $C(O)N(R^{73})_2$, C(O)NHOH, $C(O)NHOR^{73}$, $C(O)NHSO_2R^{73}$, $C(O)NR^{73}SO_2R^{73}$, SO_2NH_2, SO_2NHR^{73}, $SO_2N(R^{73})_2$, C(O)H, C(O)OH, $C(N)NH_2$, $C(N)NHR^{73}$, $C(N)N(R^{73})_2$, CNOH, $CNOCH_3$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I;

R^{73} is alkyl, alkenyl, alkenyl, phenyl, heteroaryl, cycloalkyl, cycloalkenyl, heterocycloalkyl or heterocycloalkenyl; and

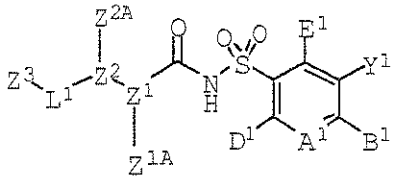
the moieties represented by R^{69}, R^{70}, and R^{71} are unsubstituted or substituted with one or two or three or four substituents independently selected from NH_2, $C(O)NH_2$, C(O)NHOH, SO_2NH_2, C(O)H, C(O)OH, $C(N)NH_2$, OH, (O), CN, N_3, NO_2, CF_3, CF_2CF_3, OCF_3, OCF_2CF_3, F, Cl, Br and I.

In one aspect, there is provided a composition for treating bladder cancer, brain cancer, breast cancer, bone marrow cancer, cervical cancer, chronic lymphocytic leukemia, colorectal cancer, esophageal cancer, hepatocellular cancer, lymphoblastic leukemia, follicular lymphoma, a lymphoid malignancy of T-cell or B-cell origin, melanoma, myelogenous leukemia, myeloma, oral cancer, ovarian cancer, non-small cell lung cancer, prostate cancer, small cell lung cancer or spleen cancer, said composition comprising an excipient and a therapeutically effective amount of the compound or therapeutically acceptable salt as defined herein.

In one aspect, there is provided the use of the compound or therapeutically acceptable salt as defined herein for the manufacture of a medicament for treating bladder cancer, brain cancer, breast cancer, bone marrow cancer, cervical cancer, chronic lymphocytic leukemia, colorectal cancer, esophageal cancer, hepatocellular cancer, lymphoblastic leukemia, follicular lymphoma, a lymphoid malignancy of T-cell or B-cell origin, melanoma, myelogenous leukemia, myeloma, oral cancer, ovarian cancer, non-small cell lung cancer, prostate cancer, small cell lung cancer or spleen cancer in a patient.

In one aspect, there is provided the use of the compound or therapeutically acceptable salt as defined herein, and one additional therapeutic agent or more than one additional therapeutic agent, for the manufacture of a medicament for treating bladder cancer, brain cancer, breast cancer, bone marrow cancer, cervical cancer, chronic lymphocytic leukemia, colorectal cancer, esophageal cancer, hepatocellular cancer, lymphoblastic leukemia, follicular lymphoma, a lymphoid malignancy of T-cell or B-cell origin, melanoma, myelogenous leukemia, myeloma, oral cancer, ovarian cancer, non-small cell lung cancer, prostate cancer, small cell lung cancer or spleen cancer in a patient.

One embodiment of this invention, therefore, pertains to compounds or therapeutically acceptable salts, prodrugs or salts of prodrugs thereof, which are useful as inhibitors of anti-apoptotic Bcl-2 proteins, the compounds having Formula I



(I),

wherein

A^1 is N or $C(A^2)$;

A^2 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

B^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2, SO_2NHR^1, $SO_2N(R^1)_2$, $NHSO_2R^1$, $NR^1SO_2R^1$, $NHSO_2NHR^1$, $NHSO_2N(R^1)_2$, $NR^1SO_2NHR^1$, $NR^1SO_2N(R^1)_2$, C(O)NHNOH, $C(O)NHNOR^1$, $C(O)NHSO_2R^1$, $C(NH)NH_2$, $C(NH)NHR^1$, $C(NH)N(R^1)_2$ $NHSO_2NHR^1$, $NHSO_2N(CH_3)R^1$, $N(CH_3)SO_2N(CH_3)R^1$, F, Cl, Br, I, CN, NO_2, N_3, OH, C(O)H, CHNOH, $CH(NOCH_3)$, CF_3, C(O)OH, $C(O)NH_2$ or $C(O)OR^{1A}$;

D^1 is H, R^1, OR^1, SR^1, $S(O)R^1$, SO_2R^1, $C(O)R^1$, $C(O)OR^1$, $OC(O)R^1$, NHR^1, $N(R^1)_2$, $C(O)NHR^1$, $C(O)N(R^1)_2$, $NHC(O)R^1$, $NR^1C(O)R^1$, $NHC(O)OR^1$, $NR^1C(O)OR^1$, $NHC(O)NH_2$, $NHC(O)NHR^1$, $NHC(O)N(R^1)_2$, $NR^1C(O)NHR^1$, $NR^1C(O)N(R^1)_2$, SO_2NH_2,