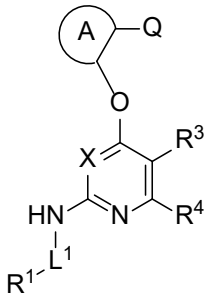
WHAT IS CLAIMED IS

1. A compound of Formula II, or a pharmaceutically acceptable salt thereof:



Formula II

wherein:

L^1 is an optionally substituted phenylene, optionally substituted 5- or 6-membered heteroarylene, optionally substituted 4-8-membered heterocyclylene, or optionally substituted C_{3-8} carbocyclylene;

R^1 is SO_2R^{10}, $SO_2NR^{11}R^{12}$, or $S(O)(NH)R^{10}$;

X is N or CR^{13};

Ring A is an optionally substituted carbocyclic ring or optionally substituted heterocyclic ring having 1 or 2 ring heteroatoms independently selected from O, N, and S;

Q is OH, F, CN, C(O)H, C(O)-(C_{1-4} alkyl optionally substituted with F), CH_2OH, C_{1-4} alkyl optionally substituted with F, or C_{1-4} alkoxy optionally substituted with F;

R^3 is hydrogen, halogen, CN, $C(O)NR^{11}R^{12}$, optionally substituted C_{1-6} alkyl, optionally substituted C_{2-4} alkenyl, optionally substituted C_{2-4} alkynyl, optionally substituted C_{1-4} heteroalkyl, OR^A, COR^B, $COOR^A$, $NR^{11}R^{12}$, optionally substituted C_{3-8} carbocyclyl, optionally substituted 4-10 membered heterocyclyl, or optionally substituted 5-10 membered heteroaryl;

R^4 is hydrogen, halogen, optionally substituted C_{1-6} alkyl, or $NR^{11}R^{12}$;

wherein:

R^{10} is an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, or optionally substituted 4-10 membered heterocyclyl;

each of R^{11} and R^{12}, at each occurrence, is independently hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, optionally substituted 4-10 membered

heterocyclyl; or a nitrogen protecting group; or R^{11} and R^{12} can be joined to form an optionally substituted 4-10 membered heterocyclyl or 5- or 6-membered heteroaryl;

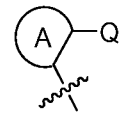
R^A is hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 5- or 6-membered heteroaryl, optionally substituted 4-10 membered heterocyclyl; or an oxygen protecting group;

R^B is hydrogen, an optionally substituted C_{1-6} alkyl, optionally substituted C_{3-8} carbocyclyl, optionally substituted phenyl, optionally substituted 4-10 membered heterocyclyl, or optionally substituted 5- or 6-membered heteroaryl; and

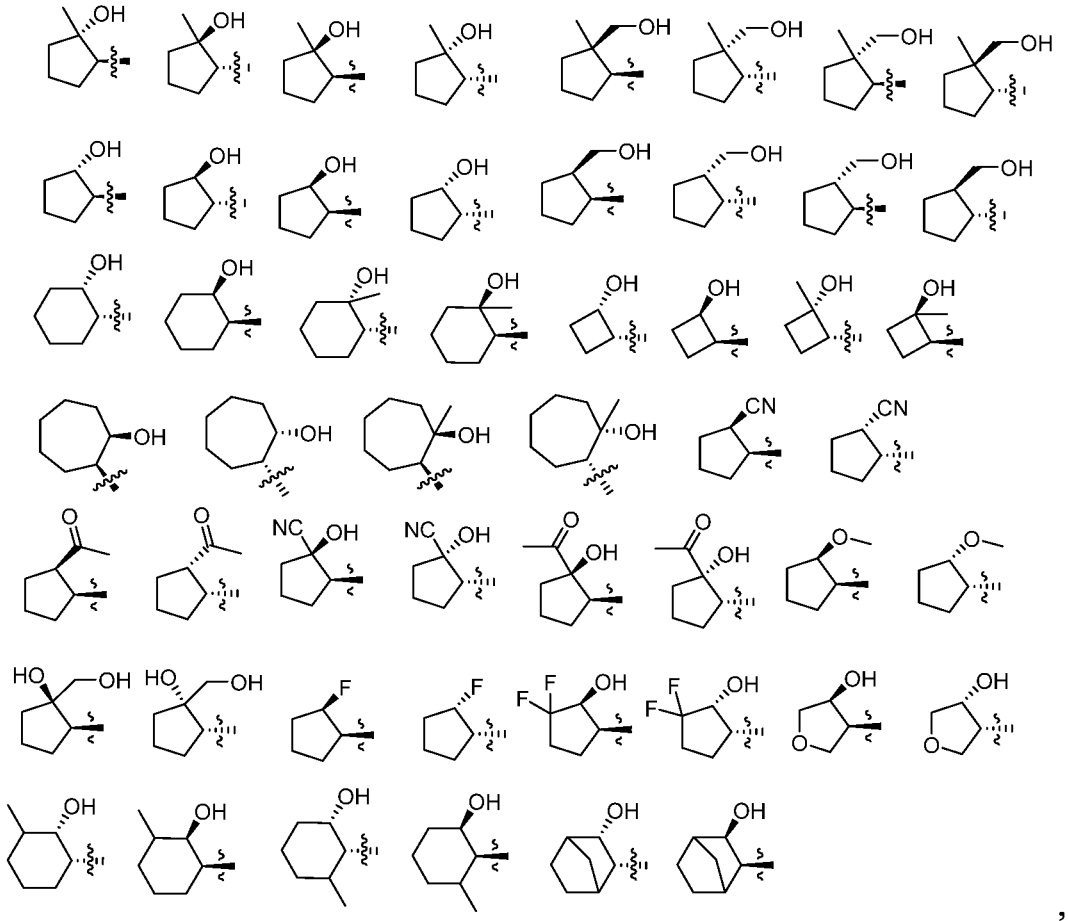
R^{13} is hydrogen, F, CN, -OH, an optionally substituted C_{1-4} alkyl, optionally substituted C_{1-4} heteroalkyl, optionally substituted C_{3-8} carbocyclyl, or optionally substituted 4-10 membered heterocyclyl.

2. The compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein X is N.

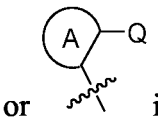
3. The compound of claim 1 or 2, or a pharmaceutically acceptable salt thereof, wherein



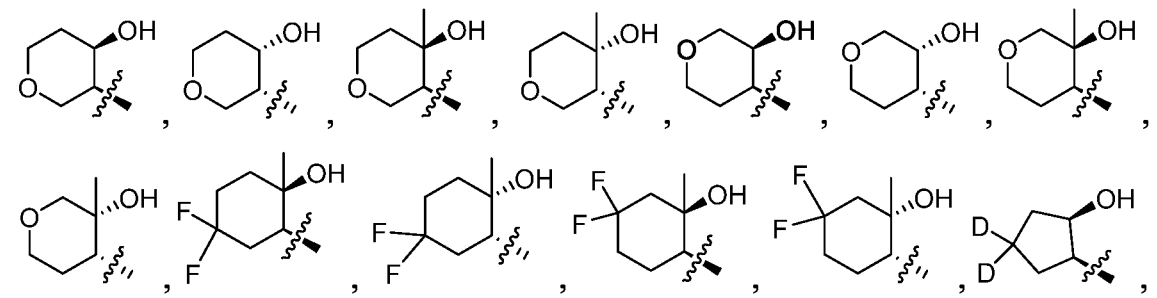
in Formula II is selected from:

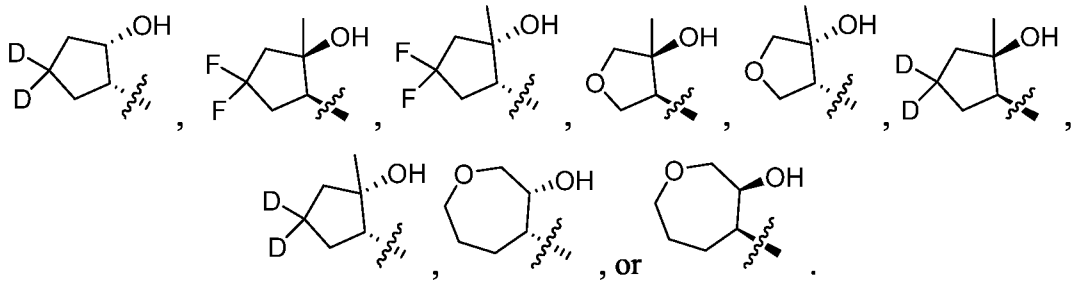


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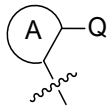


or in Formula II is selected from:

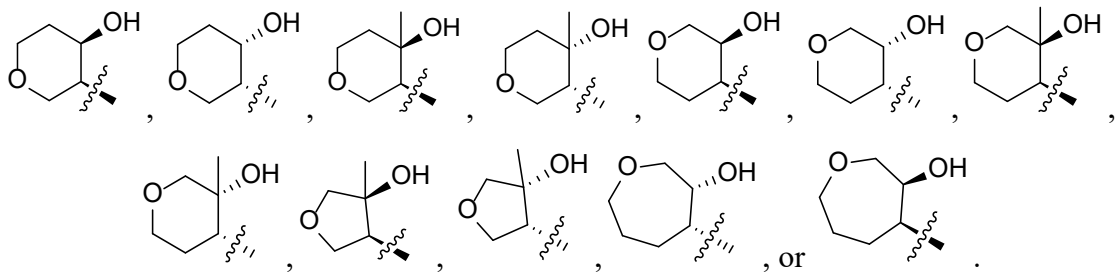




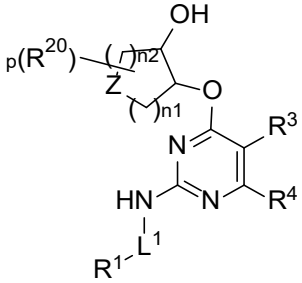
4. The compound of claims 1 to 3, or a pharmaceutically acceptable salt thereof, wherein



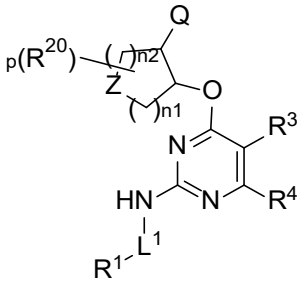
in Formula II is selected from:



5. The compound of claim 1, or a pharmaceutically acceptable salt thereof, characterized as having the following Formula II-1 or II-2:



Formula II-1,



Formula II-2

wherein:

n1 and n2 are independently 0, 1, 2, or 3,

Z is $CR^{21}R^{22}$, O, or NR^{23},

p is 0, 1, 2, 3, or 4, as valency permits,

R^{20} at each occurrence is independently oxo, halogen, CN, G^1, C(O)H, $C(O)G^1$, OH, O-G^1, NH_2, $NH(G^1)$, and $N(G^1)(G^1)$, wherein G^1 at each occurrence is independently a C_{1-4} alkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl, or a C_{3-6} cycloalkyl optionally substituted with 1-3 substituents independently selected from F, CN, OH, and C_{1-4} heteroalkyl,

or two geminal R^{20} form an oxo group, or two R^{20} together with the intervening atoms form an optionally substituted ring structure,

R^{21} and R^{22} are each independently hydrogen or R^{20},

or R^{21} and R^{22} together form an oxo group or an optionally substituted ring structure,

or one of R^{21} and R^{22} with one R^{20} group together with the intervening atoms form an optionally substituted ring structure, and

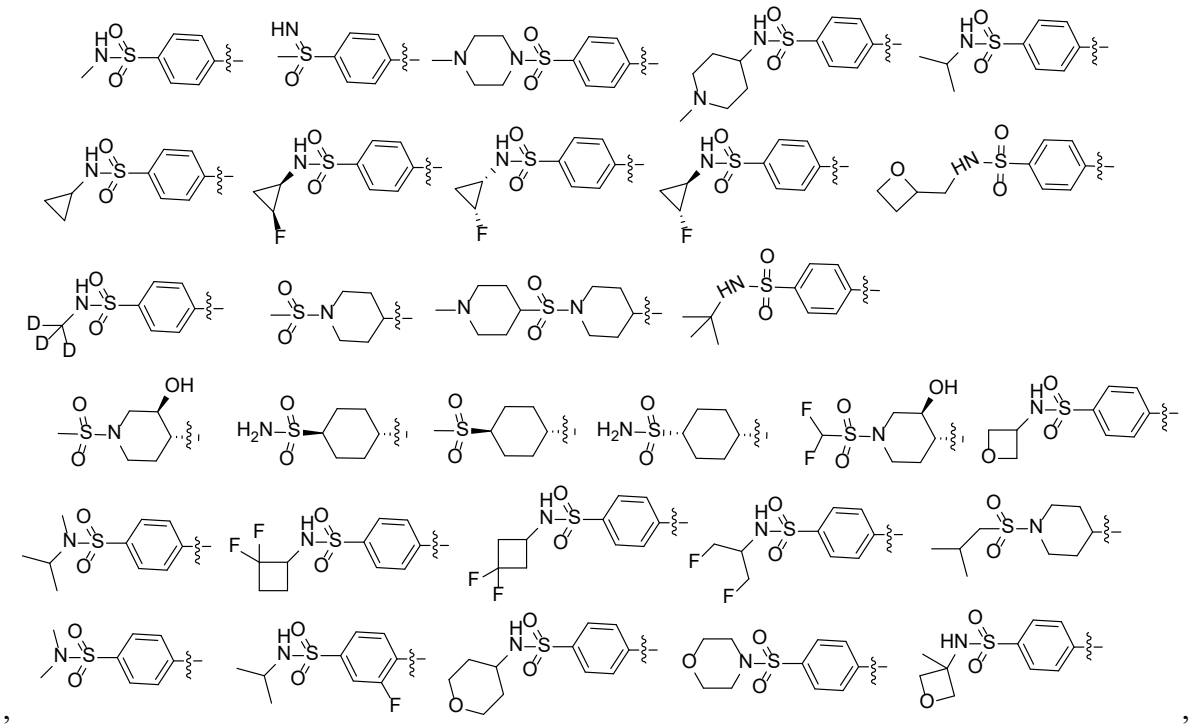
R^{23} is hydrogen or R^{20},

or R^{23} and one R^{20} group together with the intervening atoms form an optionally substituted ring structure.

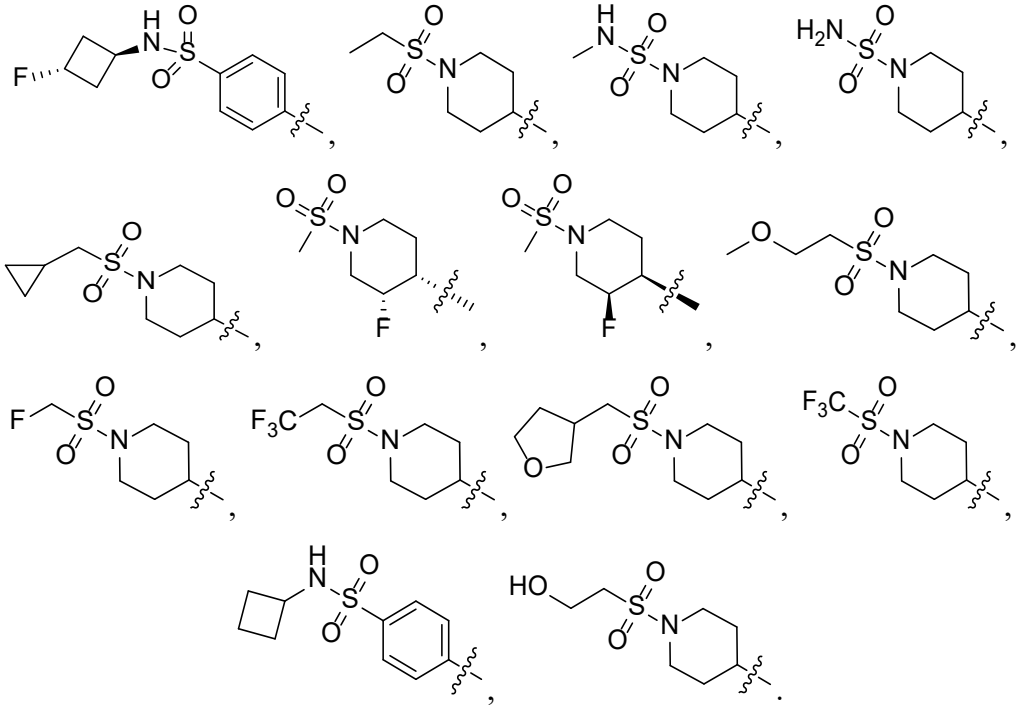
6. The compound of claim 5, or a pharmaceutically acceptable salt thereof, wherein Z is O.

7. The compound of claim 5 or 6, or a pharmaceutically acceptable salt thereof, wherein n2 is 1.

8. The compound of any one of claims 1-7, or a pharmaceutically acceptable salt thereof, wherein L^1-R^1 in Formula II, Formula II-1, or Formula II-2 is selected from:

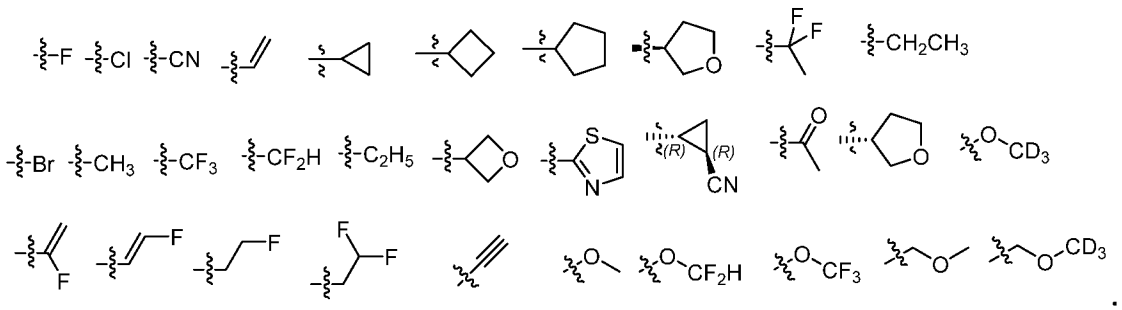


or L^1-R^1 in Formula II, Formula II-1, or Formula II-2 is selected from:



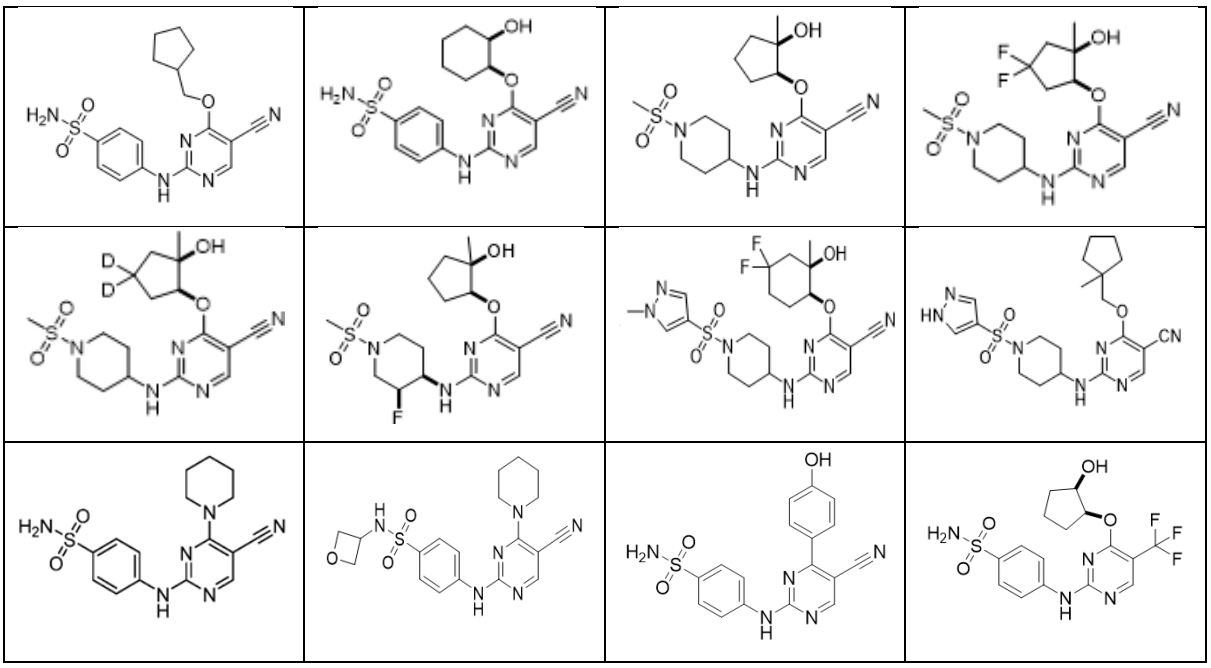
9. The compound of any one of claims 1-8, or a pharmaceutically acceptable salt thereof, wherein R^3 is hydrogen, F, Cl, Br, C_{1-4} alkyl optionally substituted with F and/or deuterium, or CN.

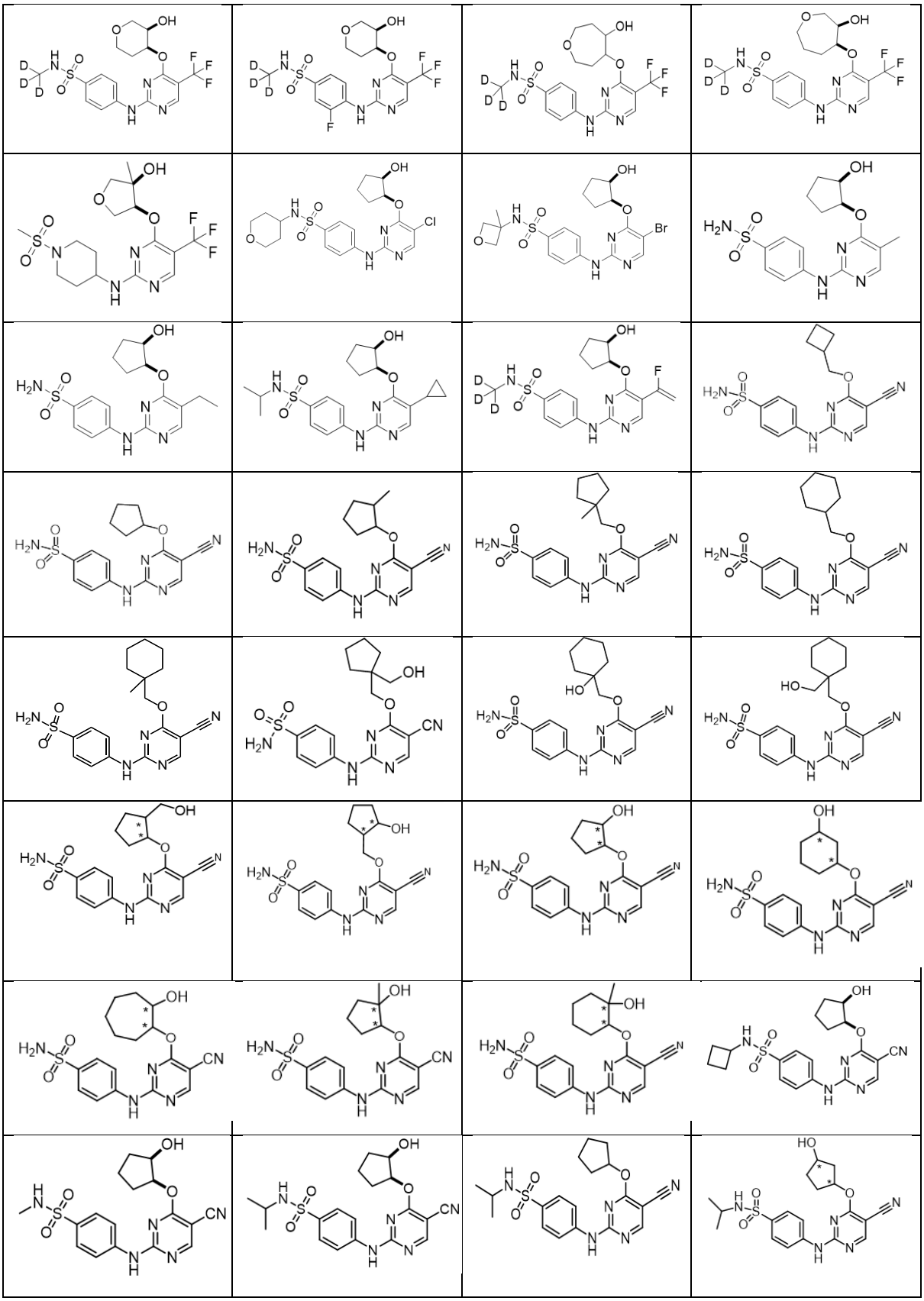
10. The compound of any one of claims 1-9, or a pharmaceutically acceptable salt thereof, wherein R^3 is selected from:

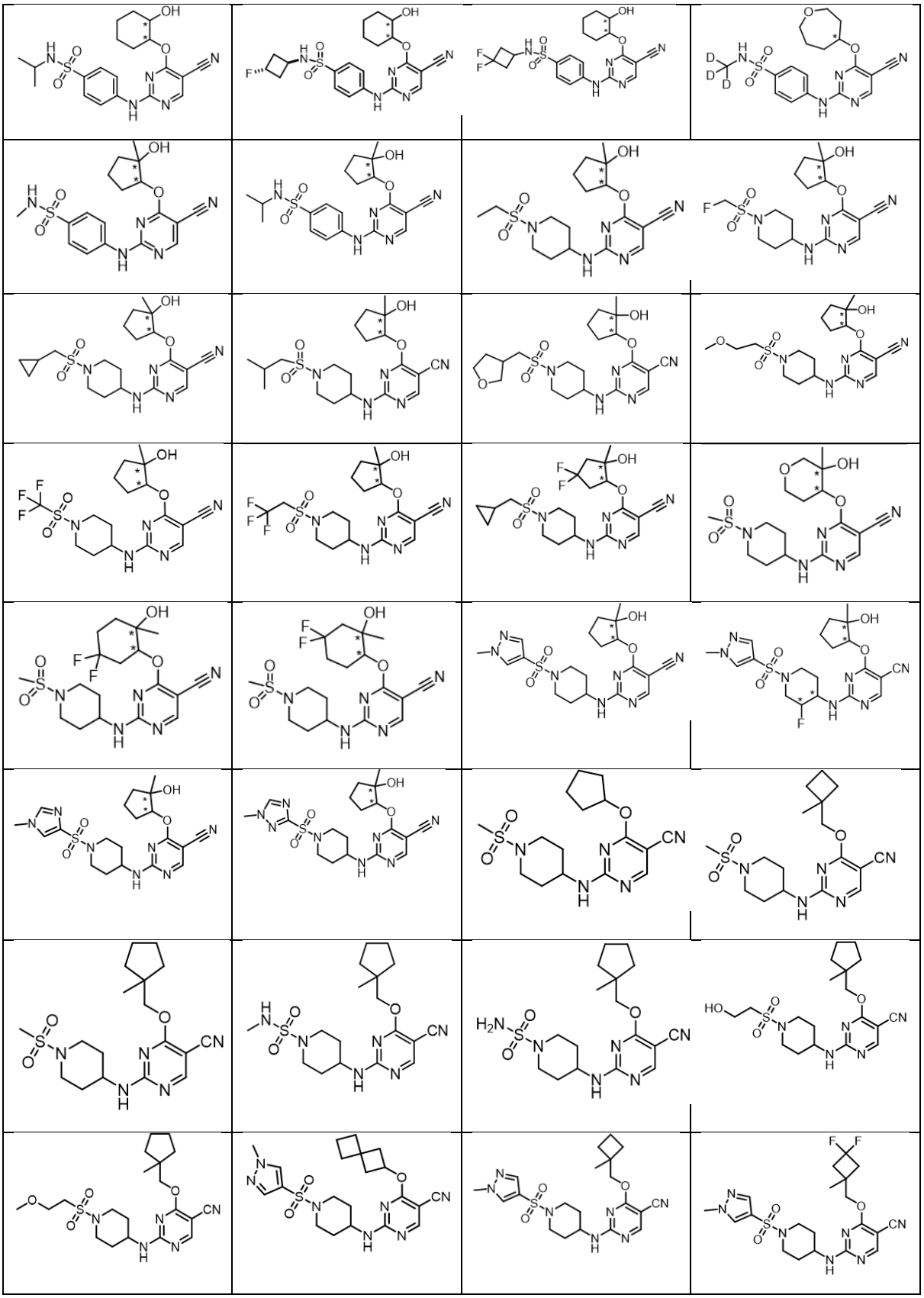


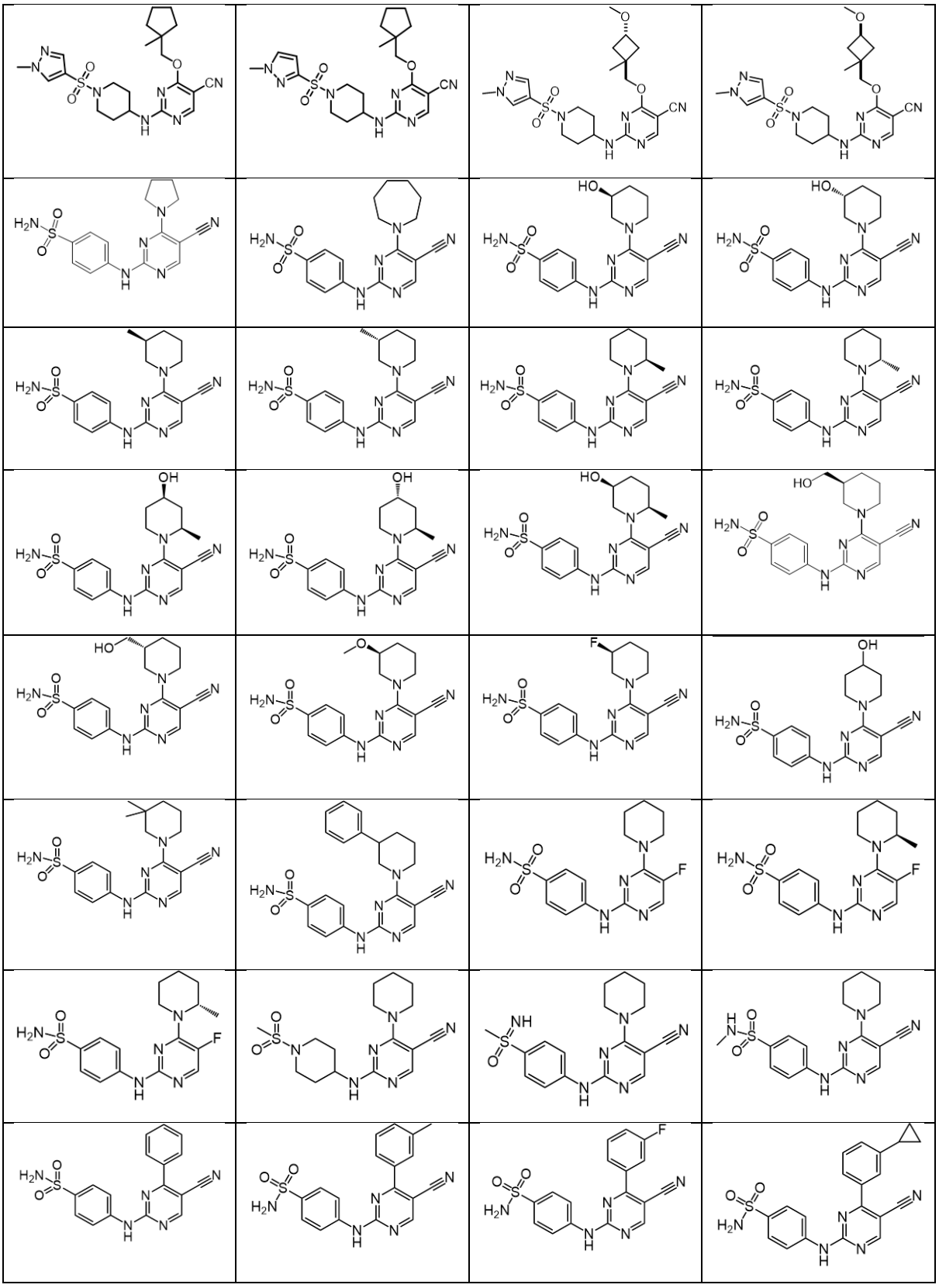
11. The compound of any one of claims 1-10, or a pharmaceutically acceptable salt thereof wherein R^4 is hydrogen.

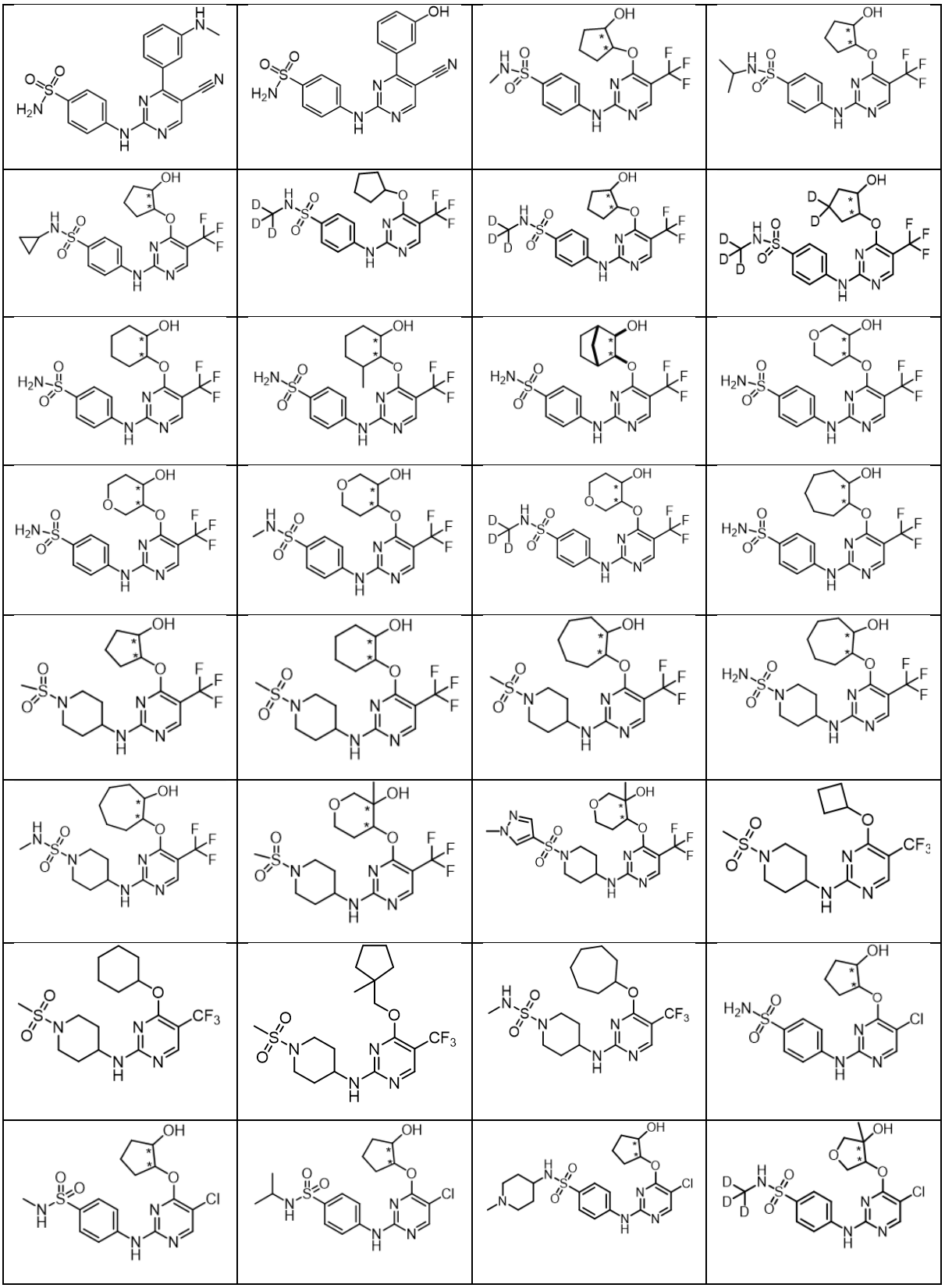
12. A compound, or a pharmaceutically acceptable salt thereof, wherein the compound is selected from:

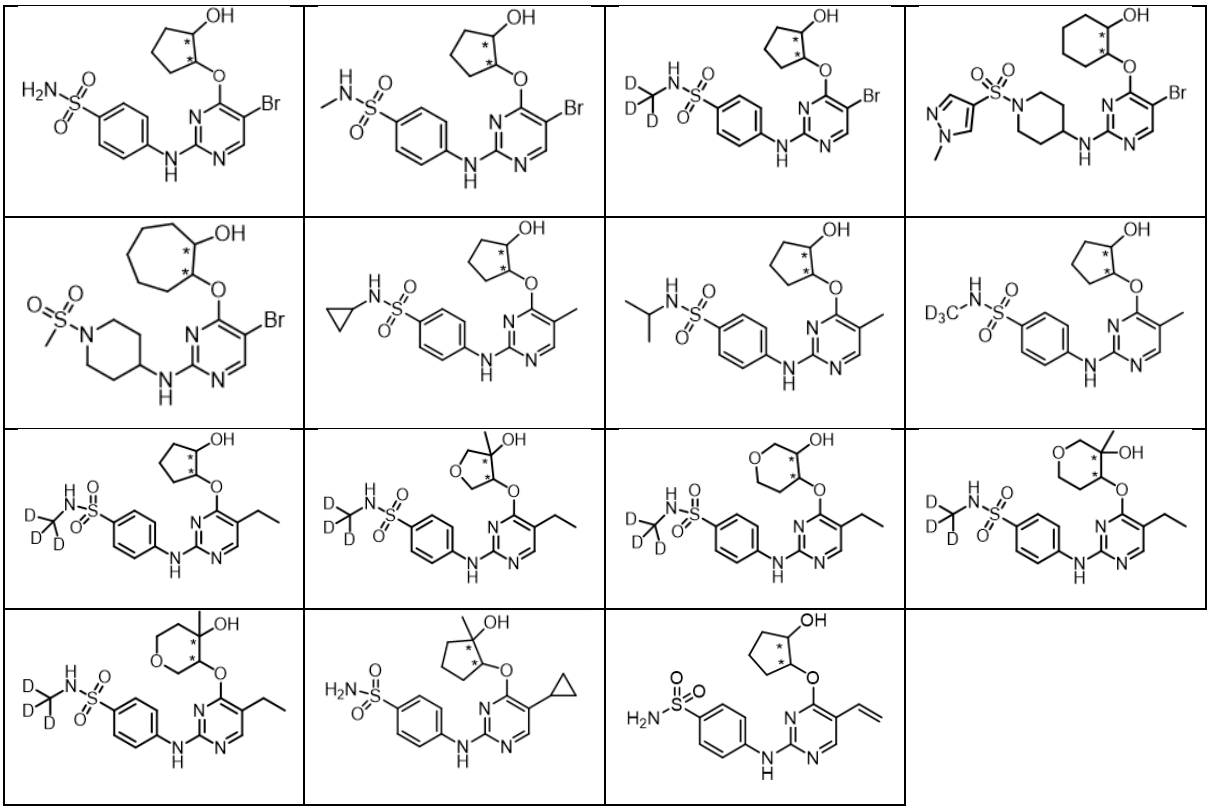




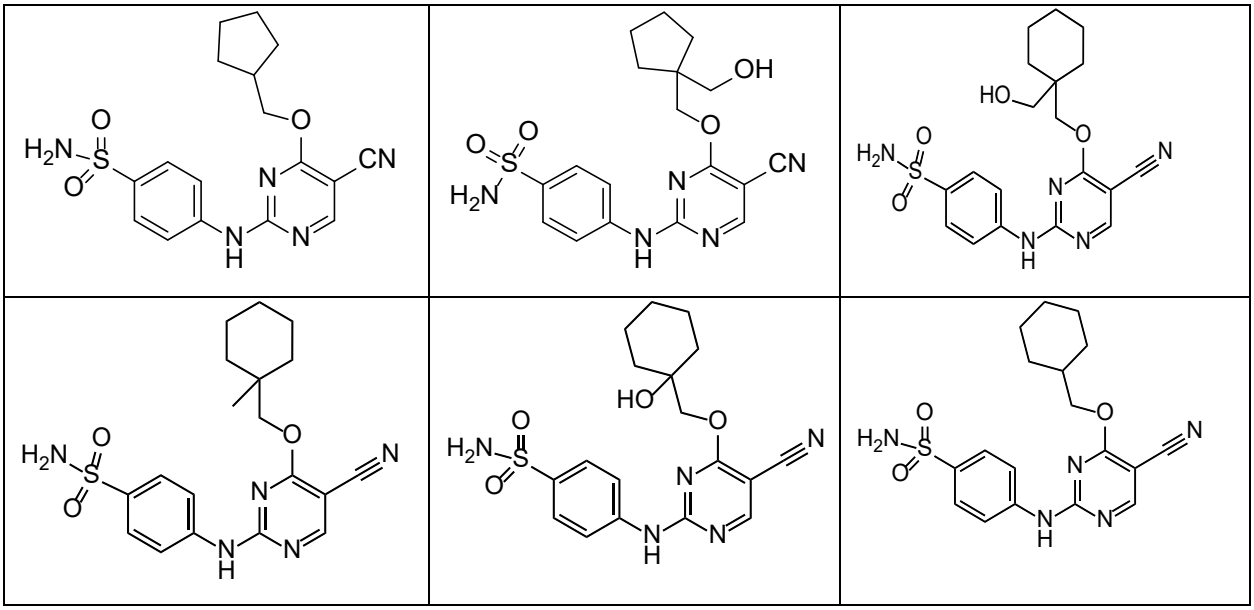


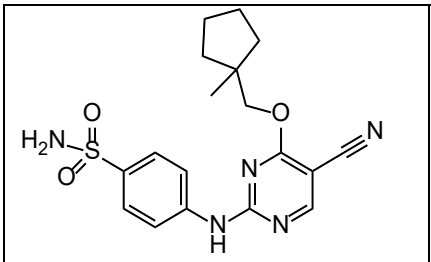
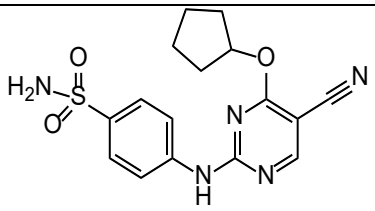
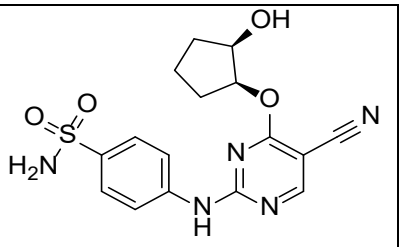
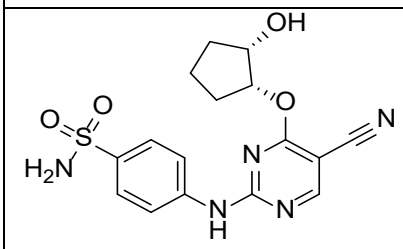
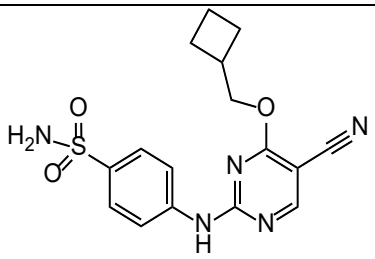
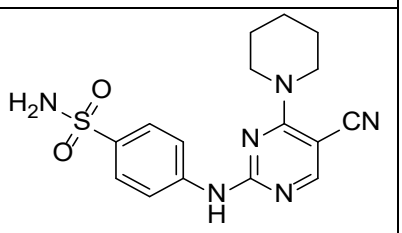
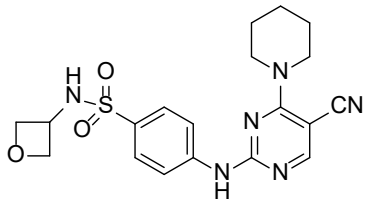
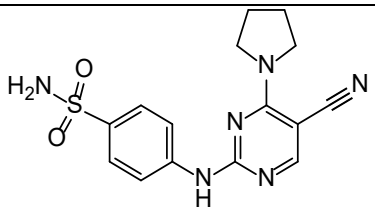
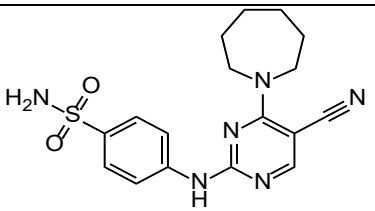
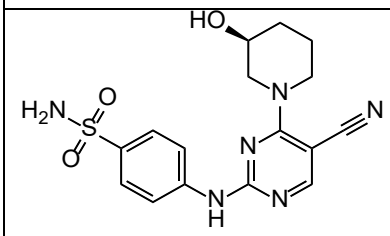
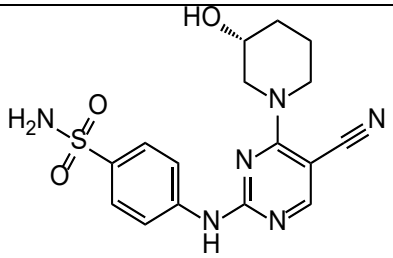
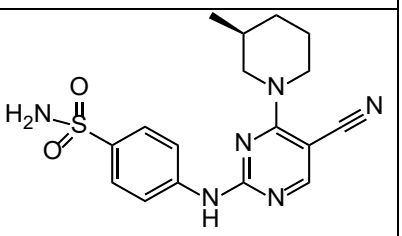
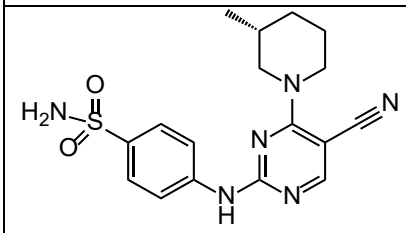
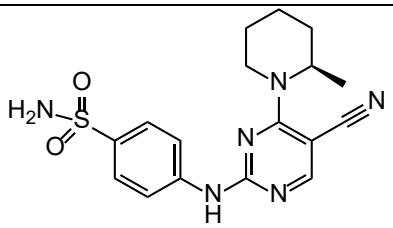
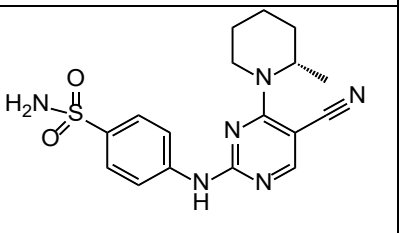
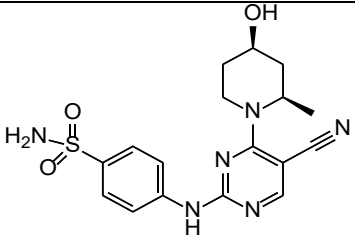
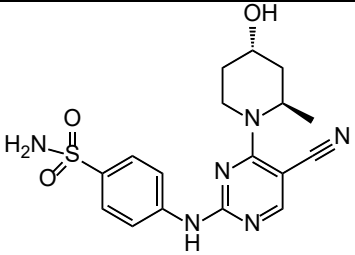
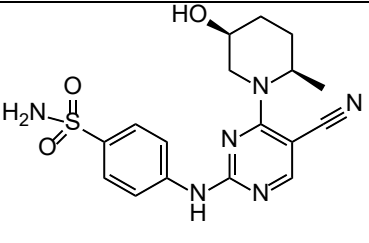


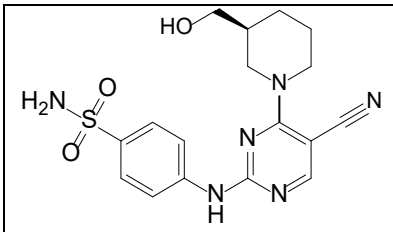
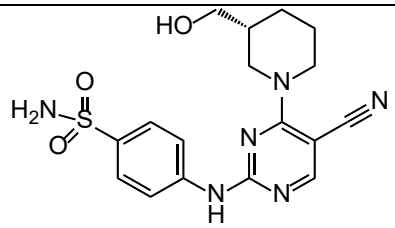
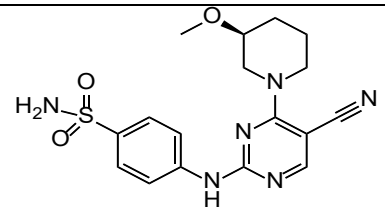
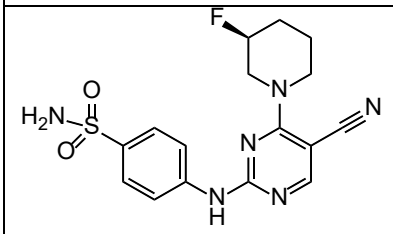
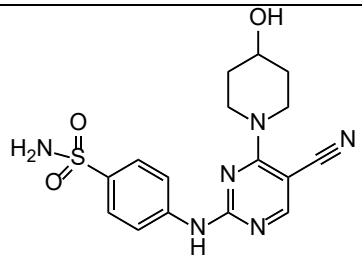
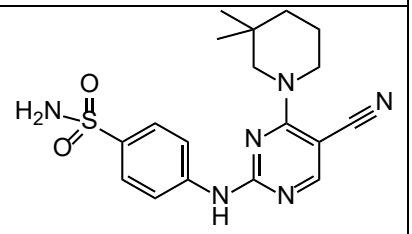
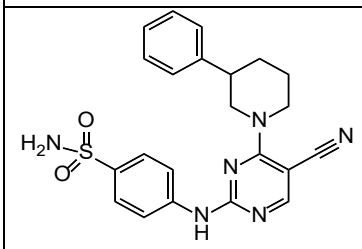
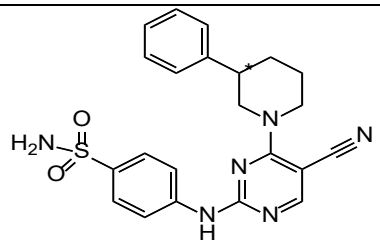
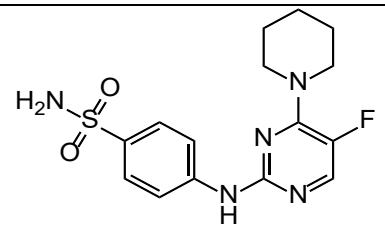
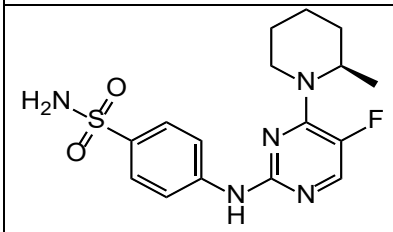
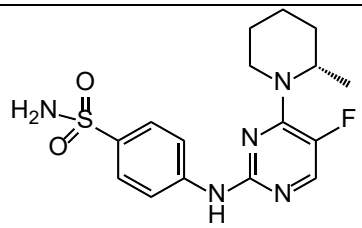
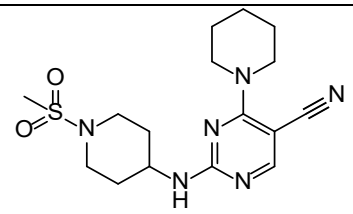
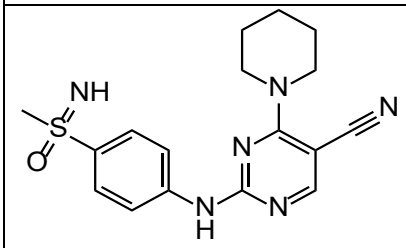
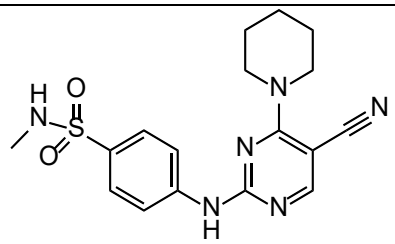
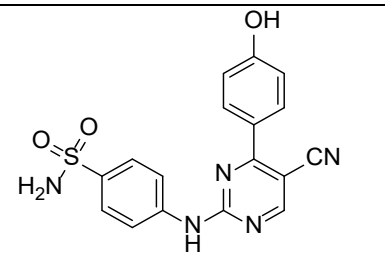
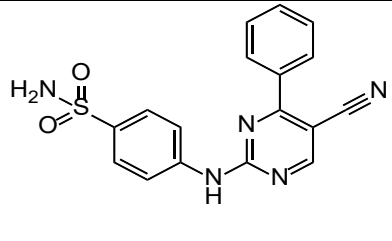
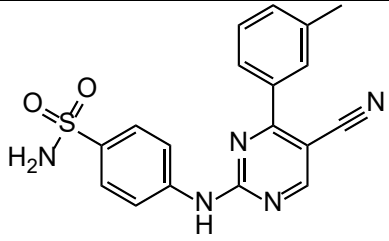
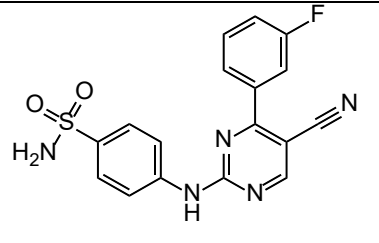


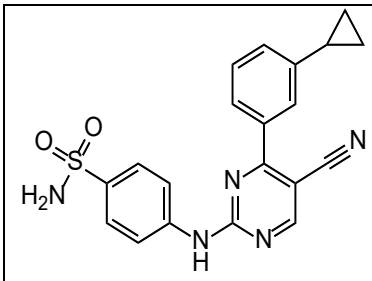
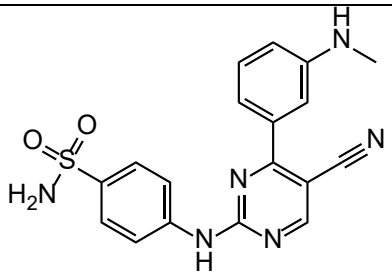
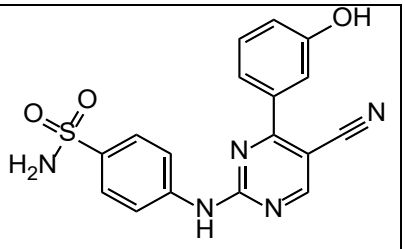
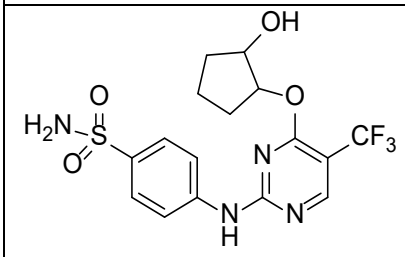
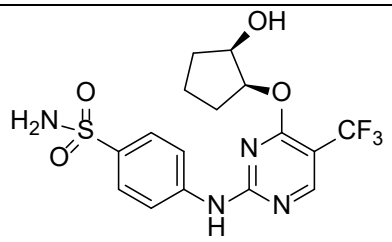
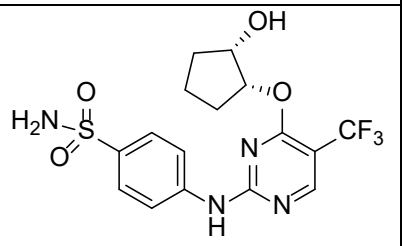
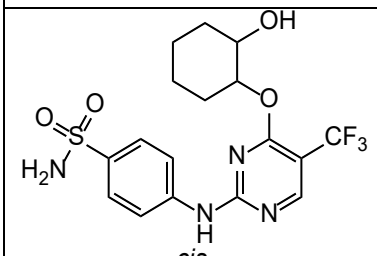
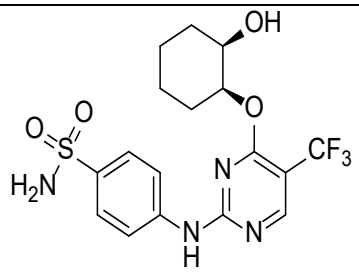
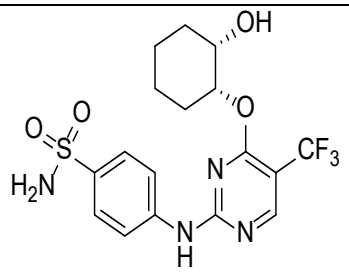
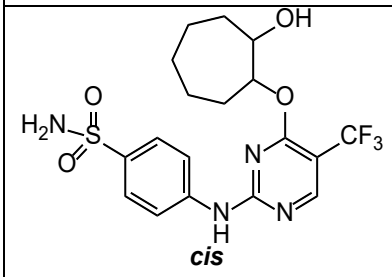
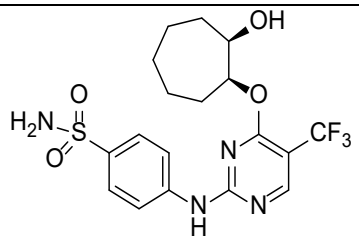
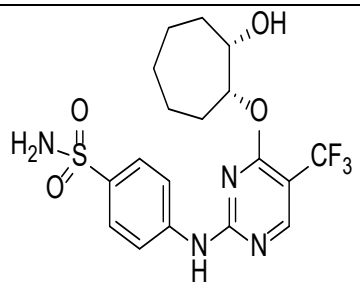
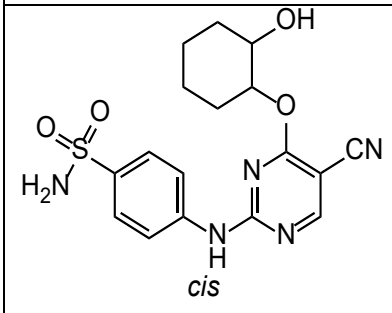
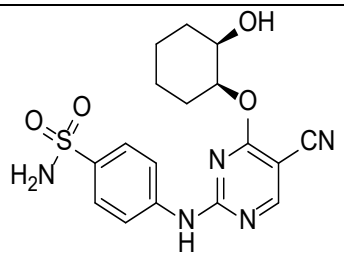
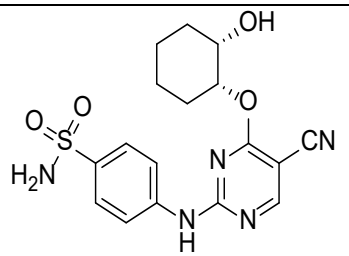


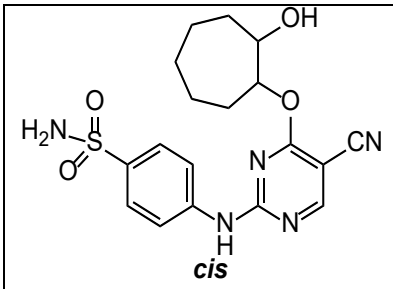
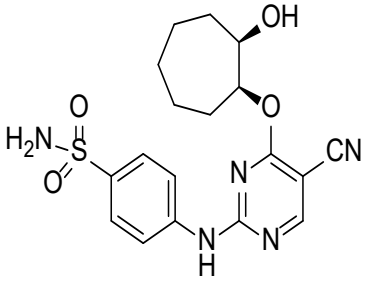
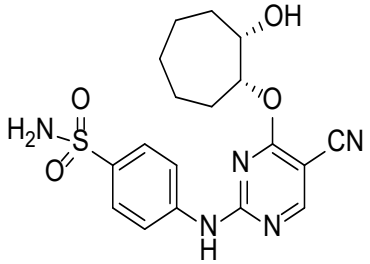
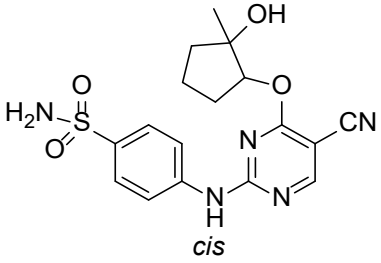
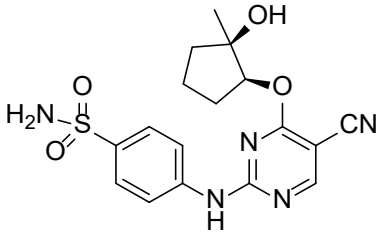
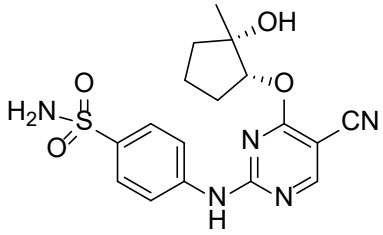
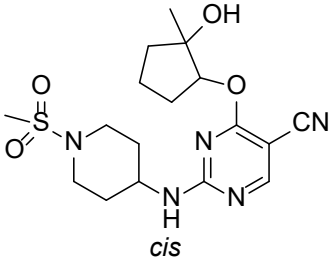
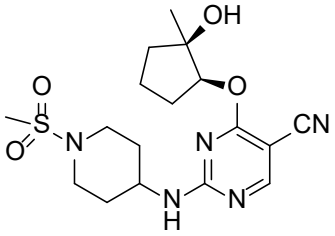
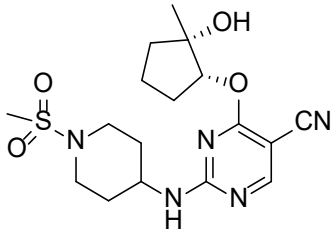
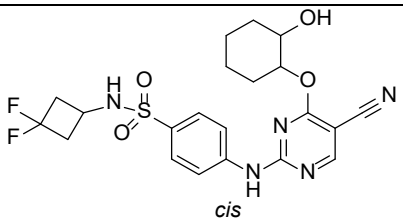
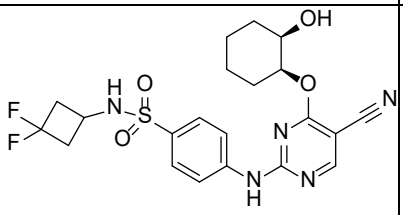
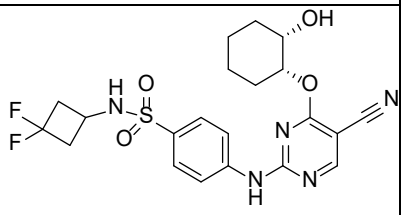
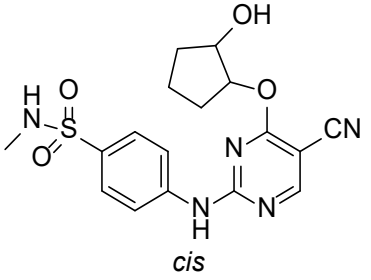
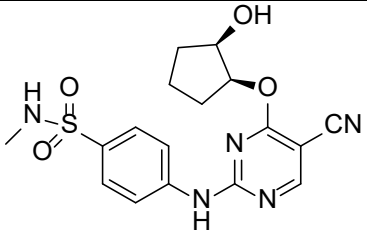
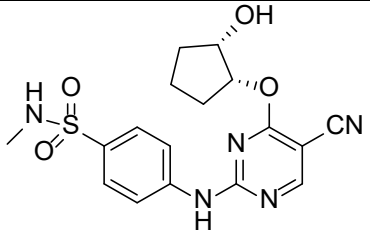
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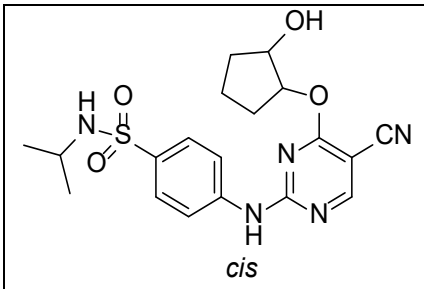
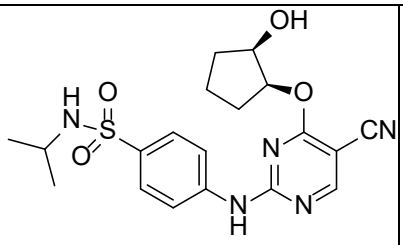
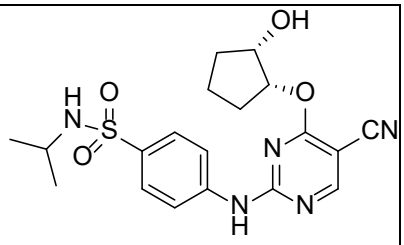
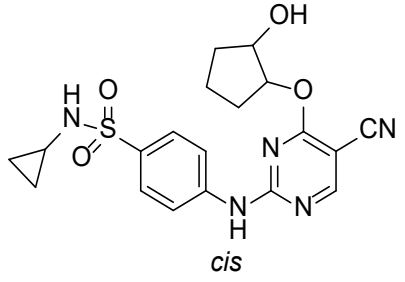
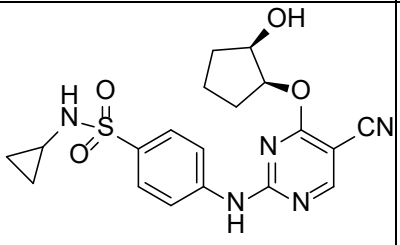
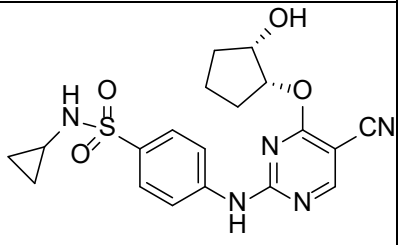
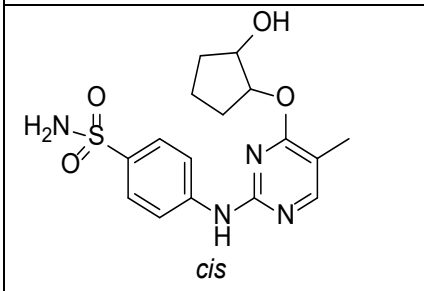
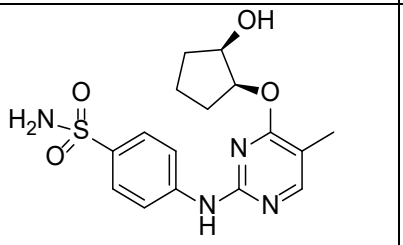
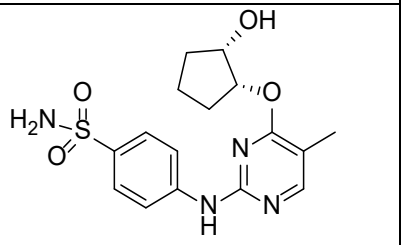
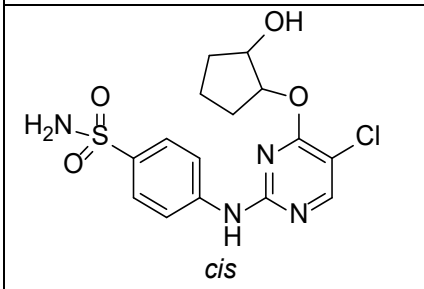
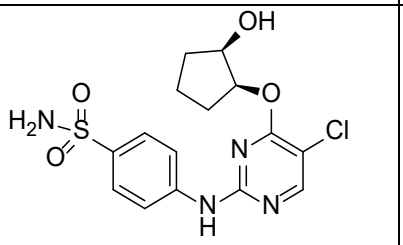
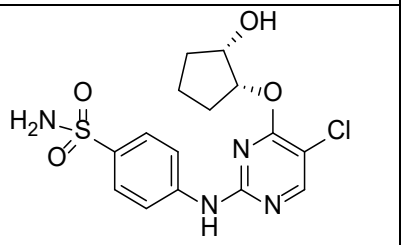
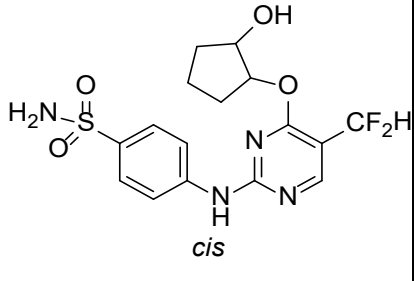
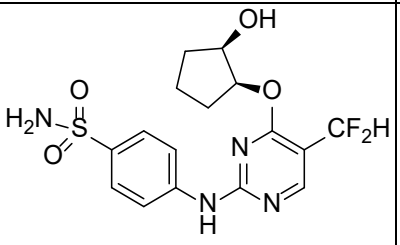
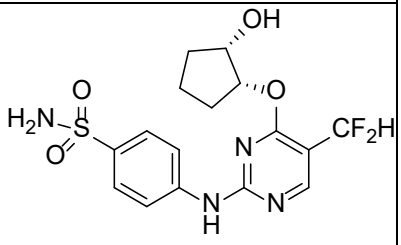


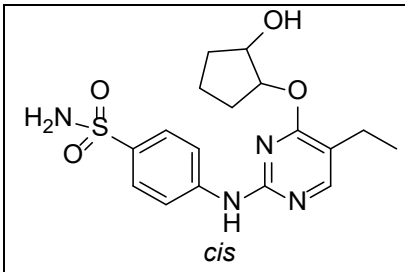
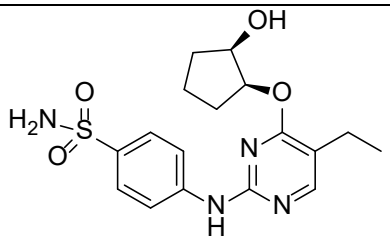
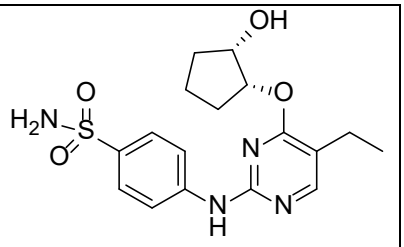
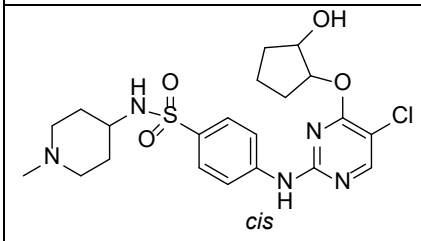
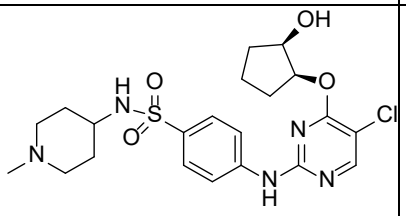
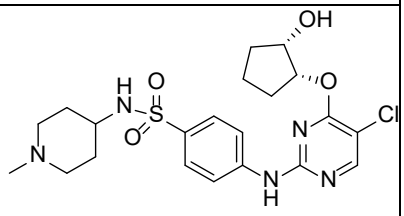
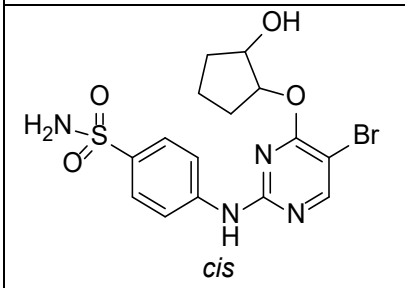
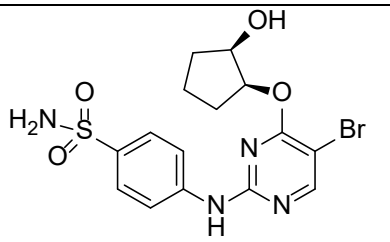
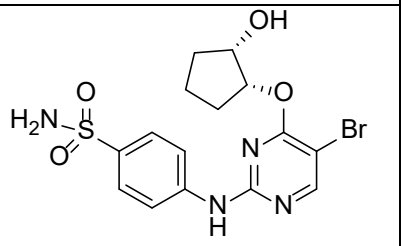
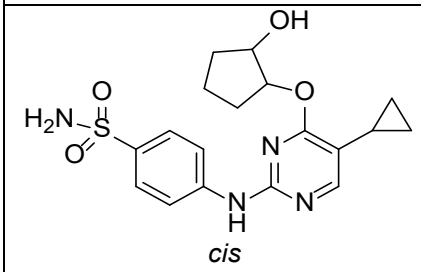
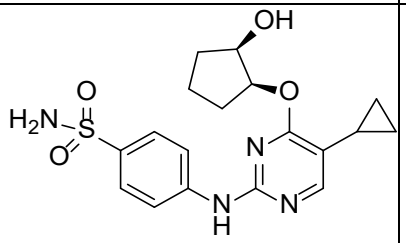
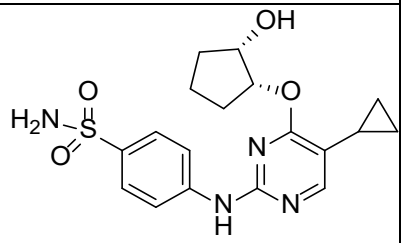
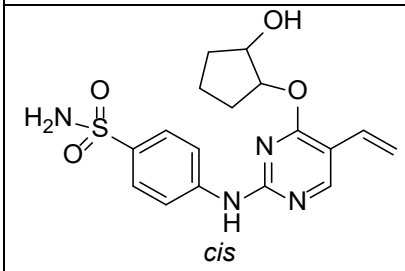
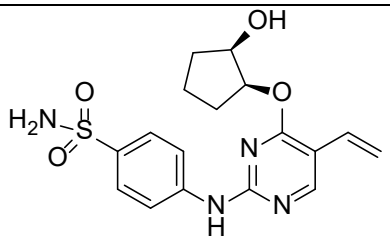
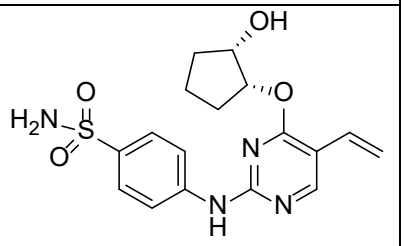



















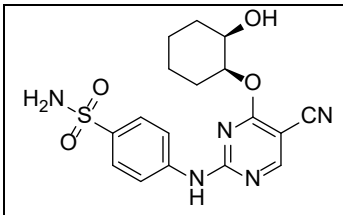
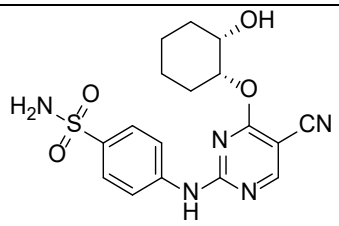
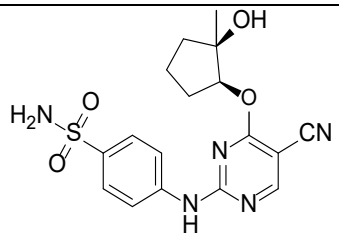
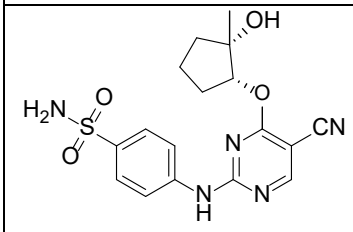
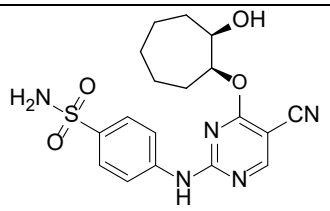
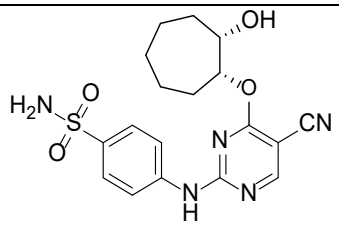
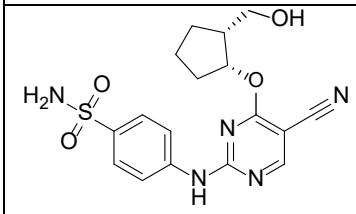
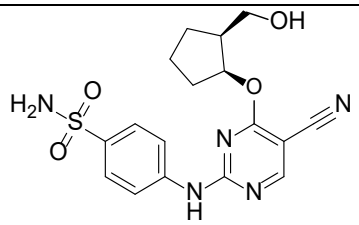
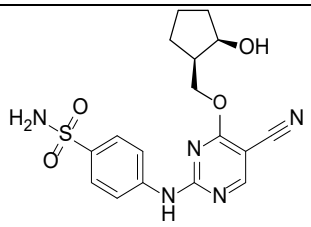
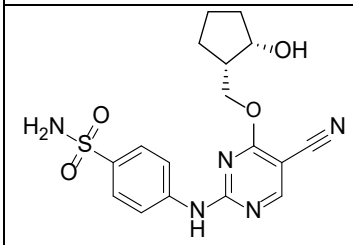
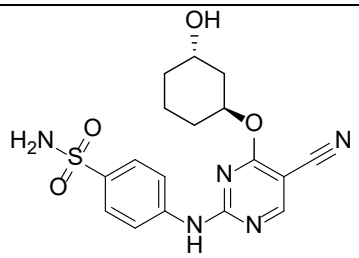
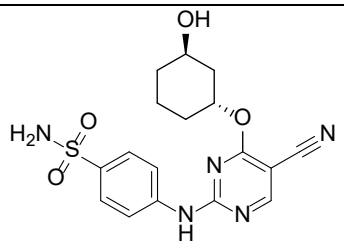
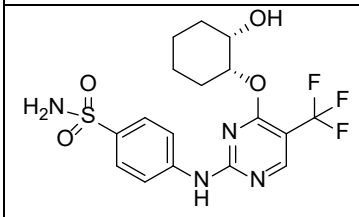
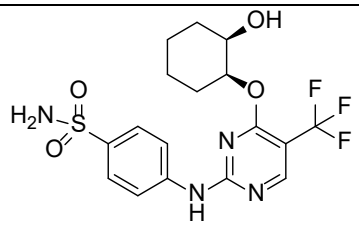
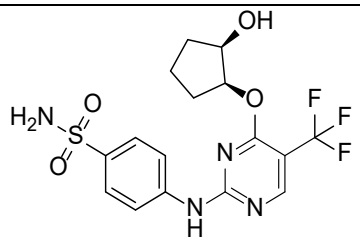
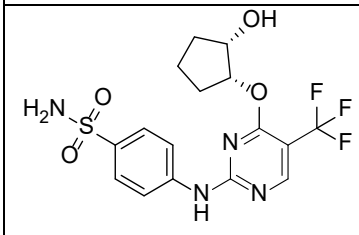
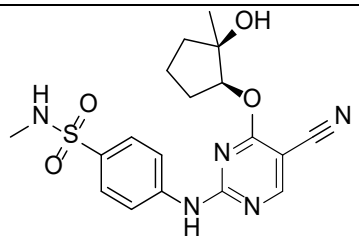
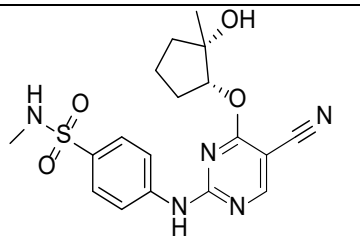
		
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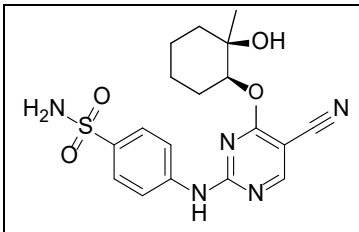
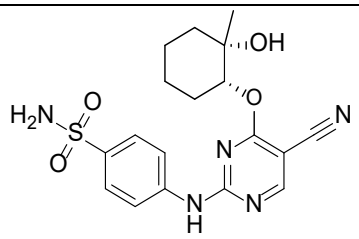
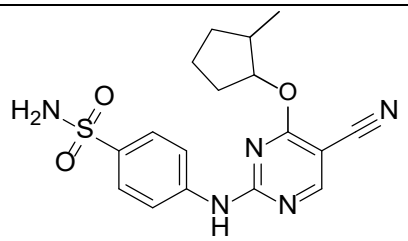
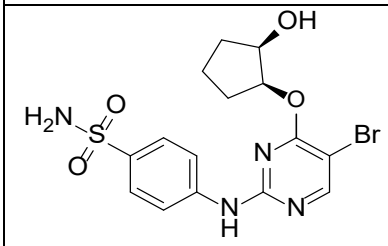
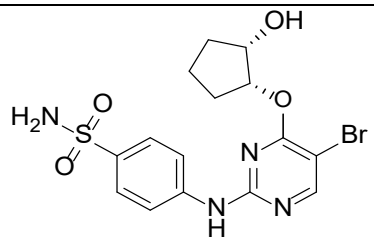
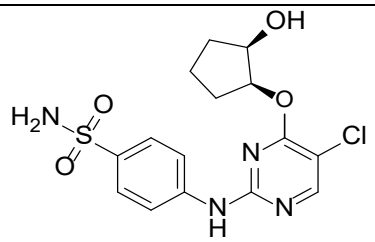
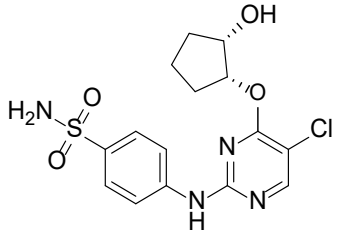
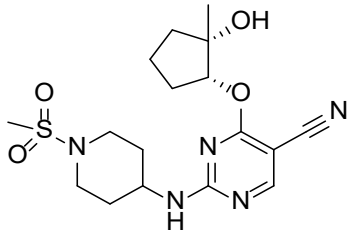
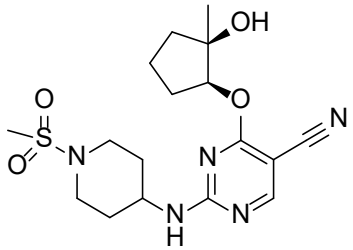
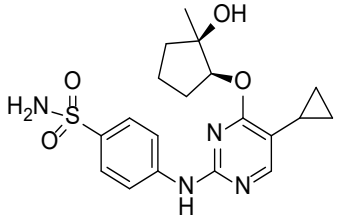
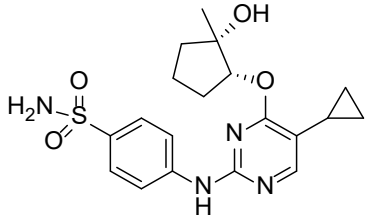
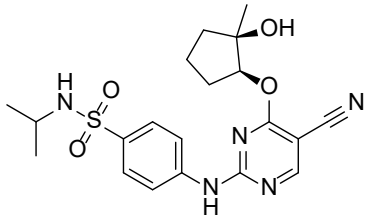
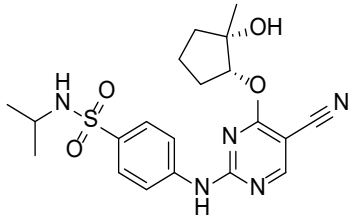
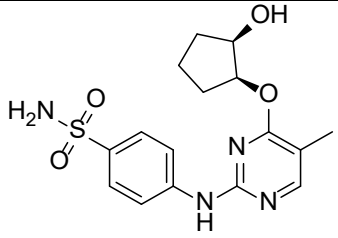
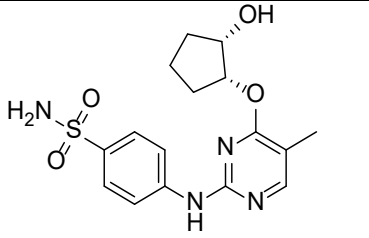
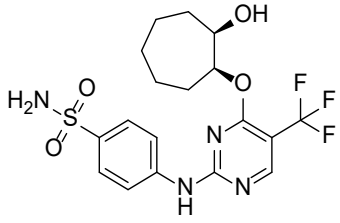
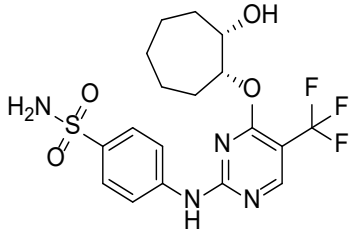
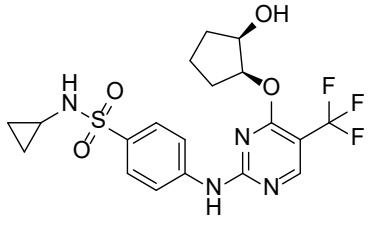
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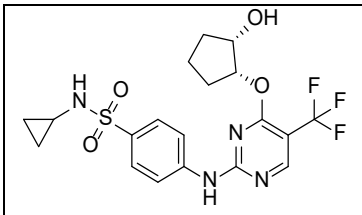
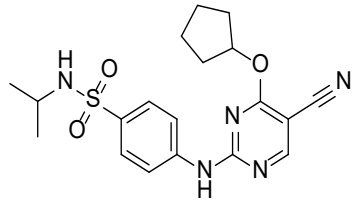
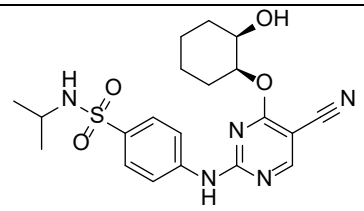
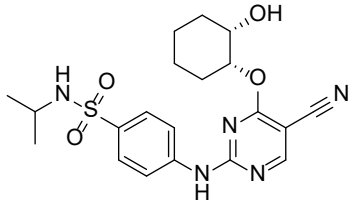
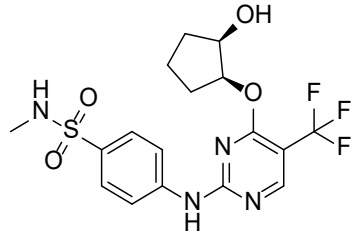
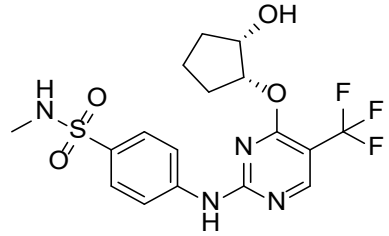
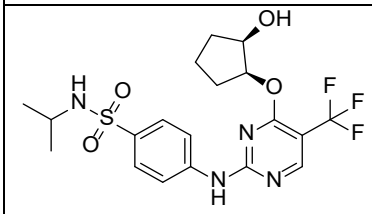
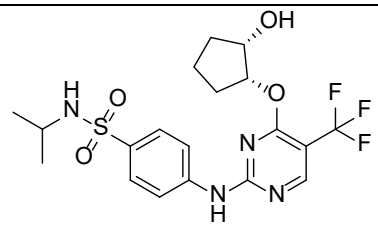
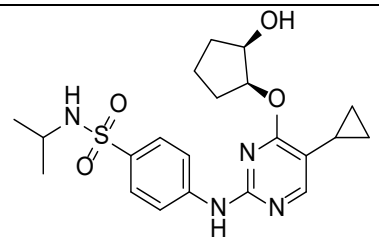
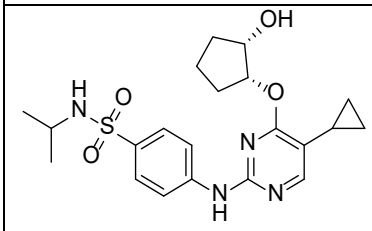
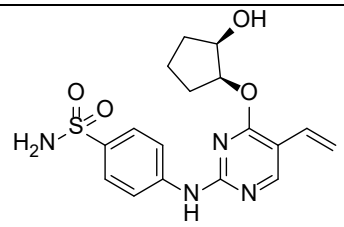
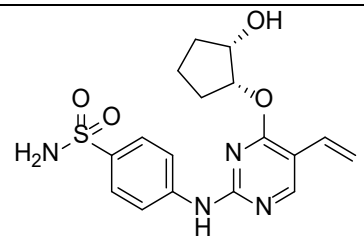
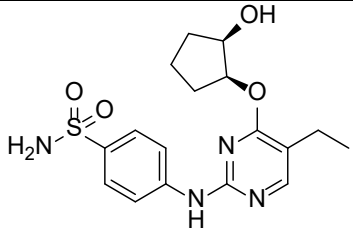
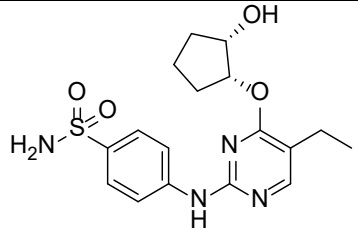
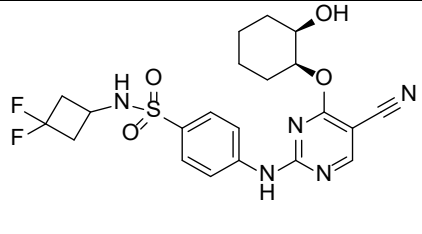
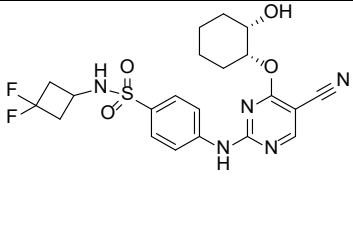
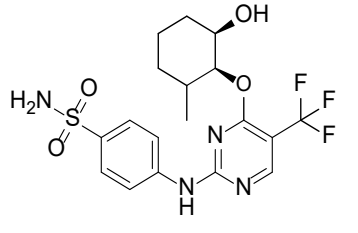
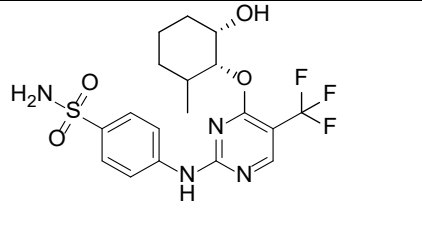
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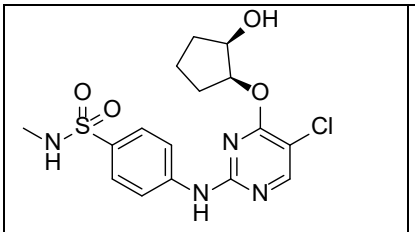
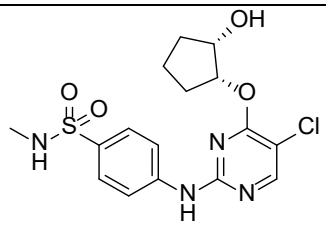
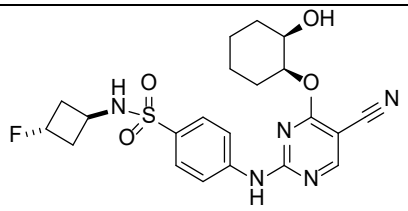
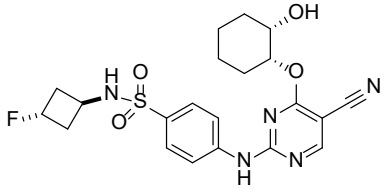
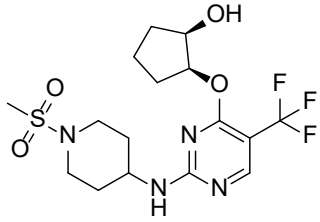
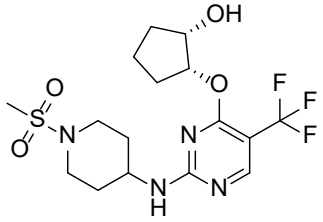
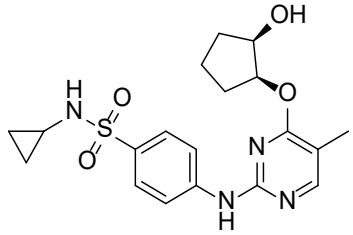
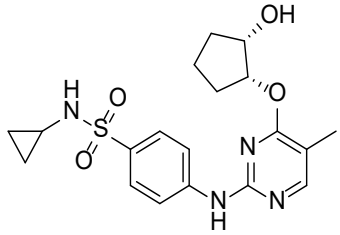
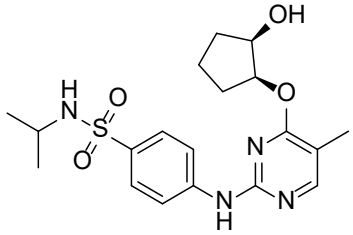
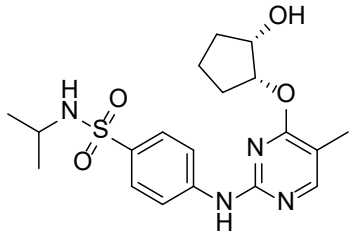
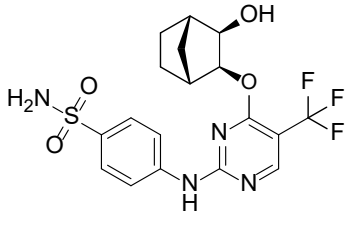
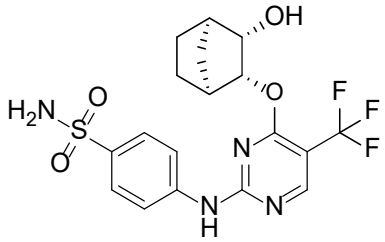
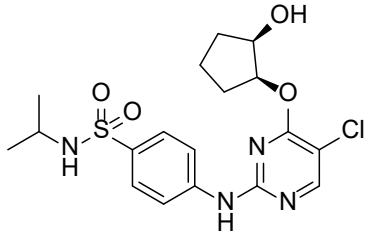
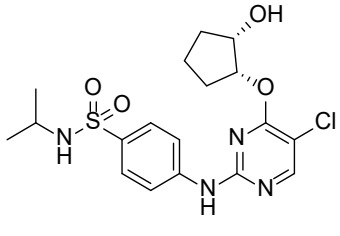
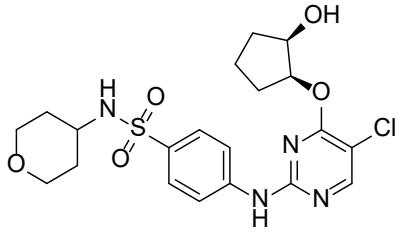
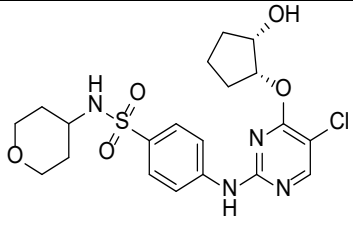
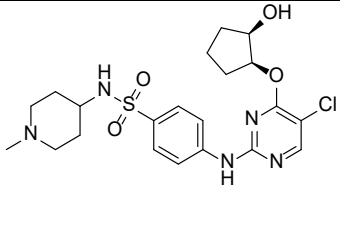
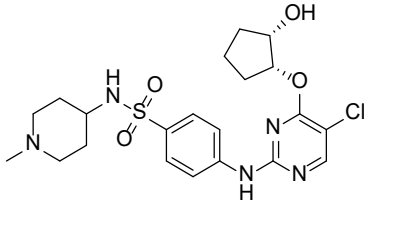
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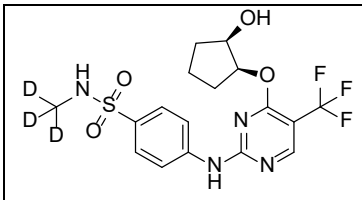
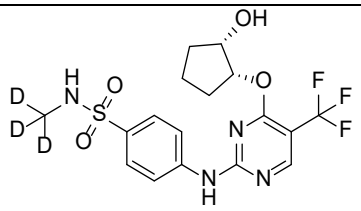
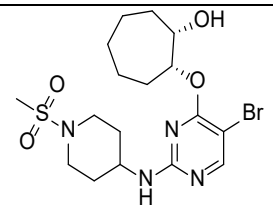
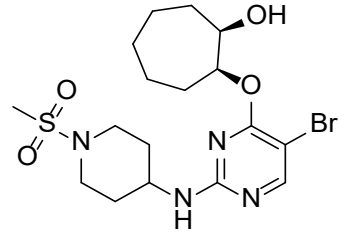
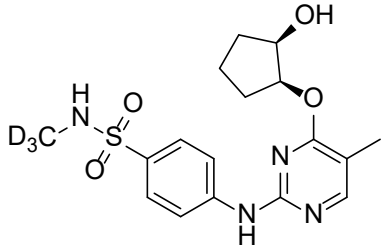
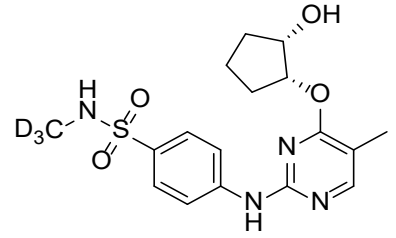
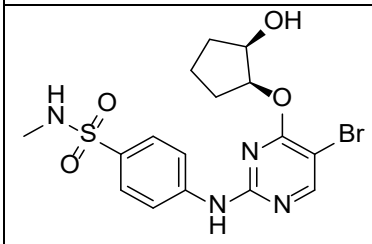
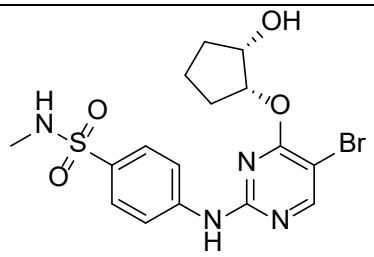
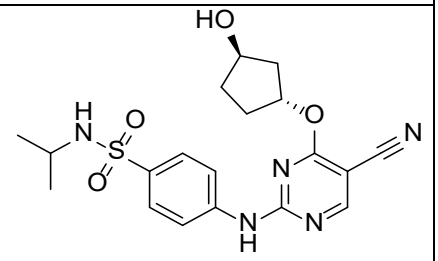
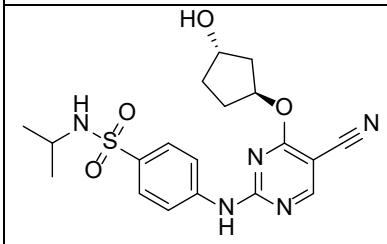
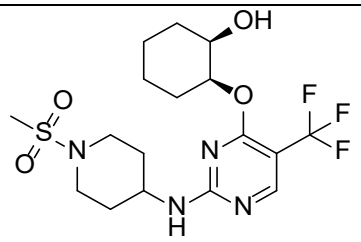
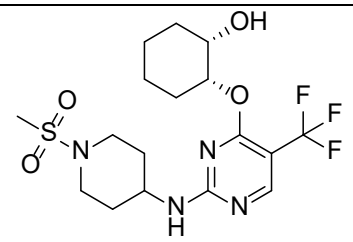
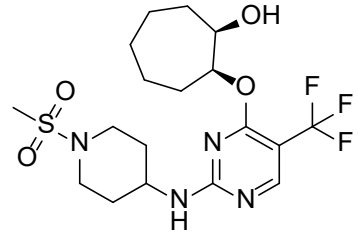
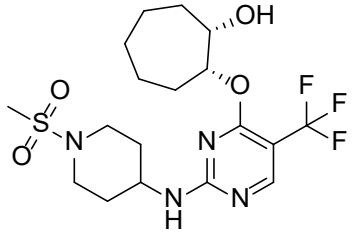
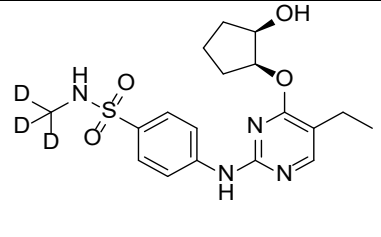
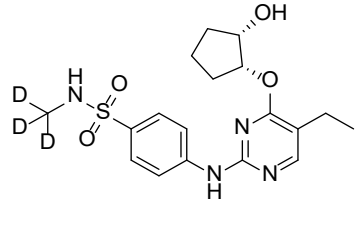
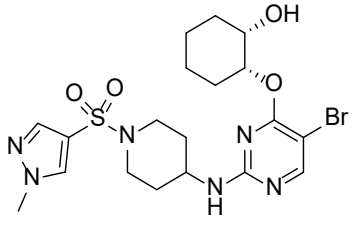
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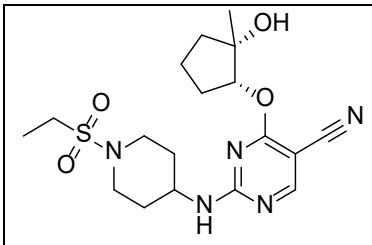
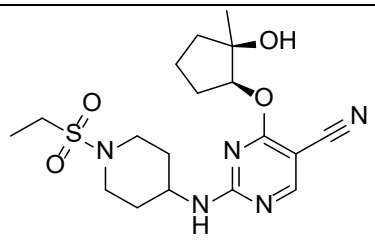
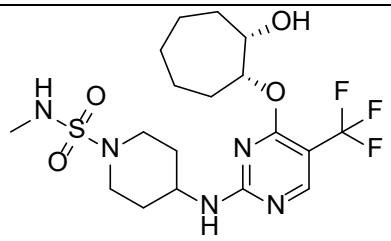
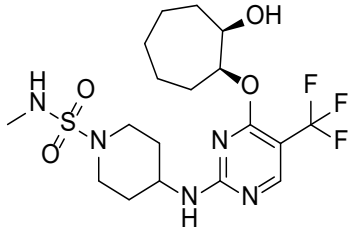
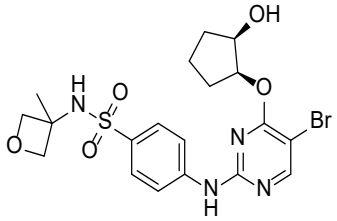
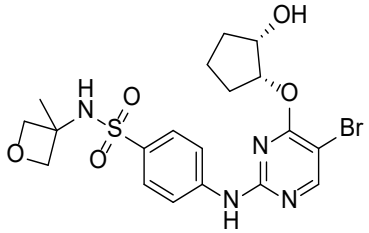
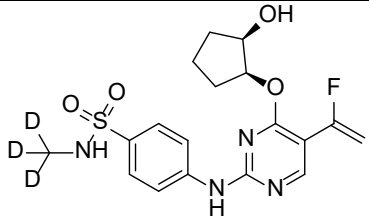
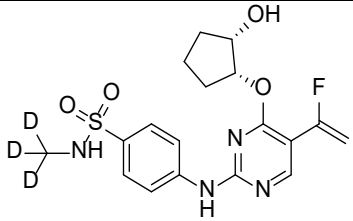
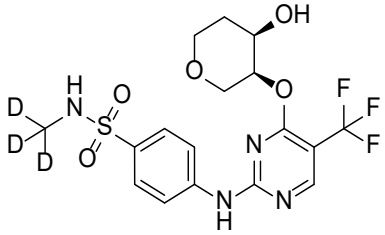
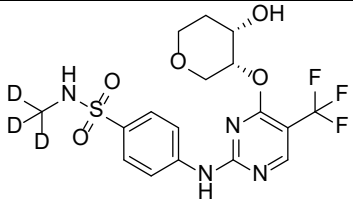
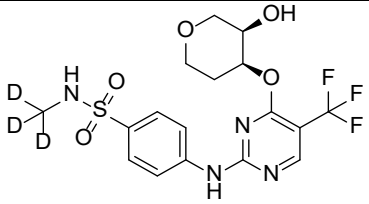
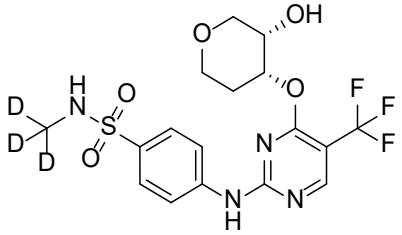
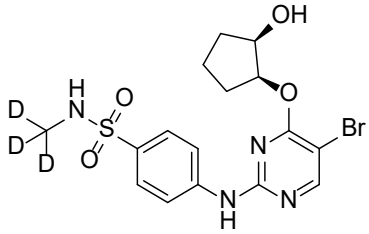
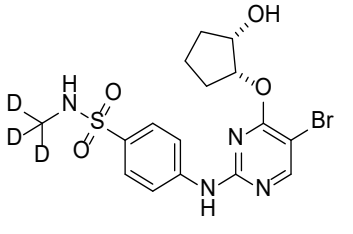
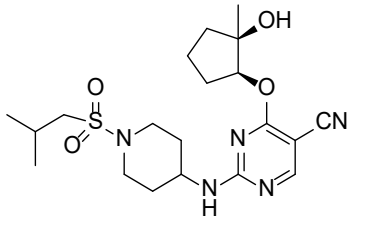
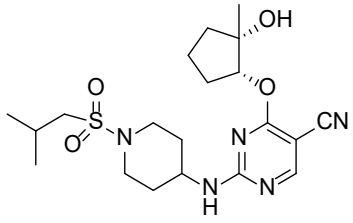
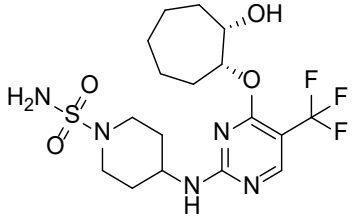
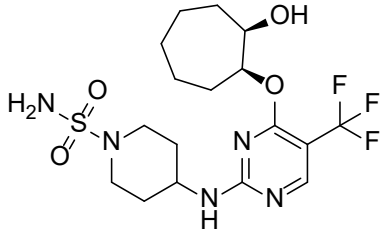
		
		
		
		
		
		

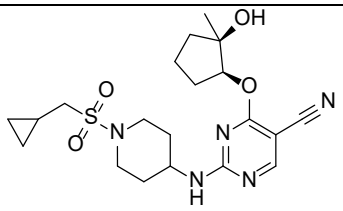
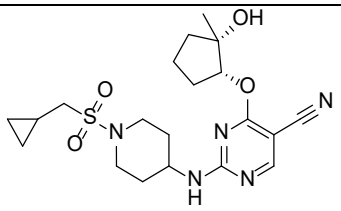
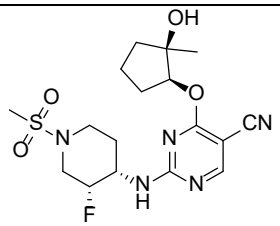
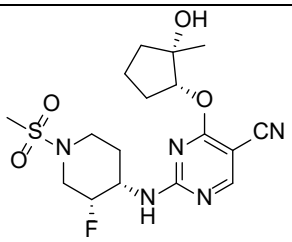
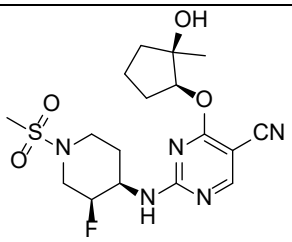
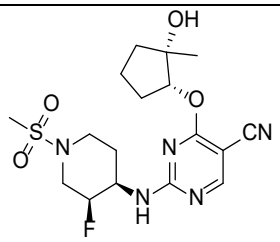
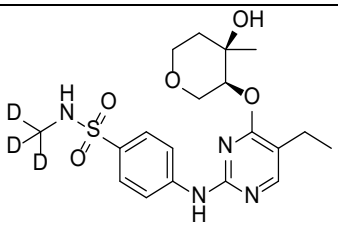
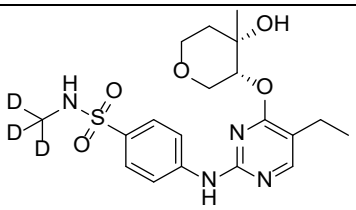
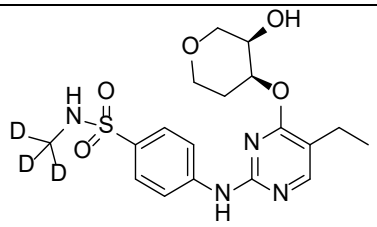
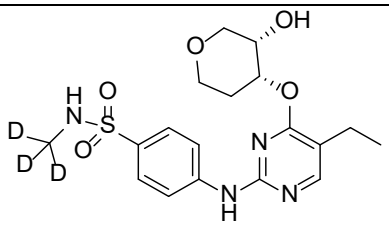
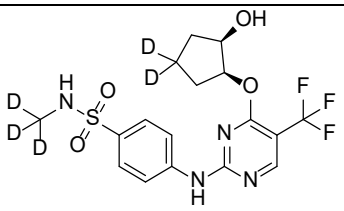
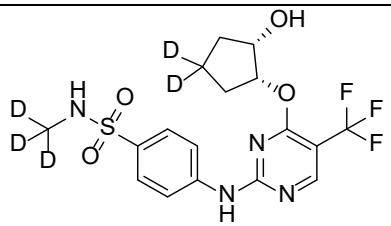
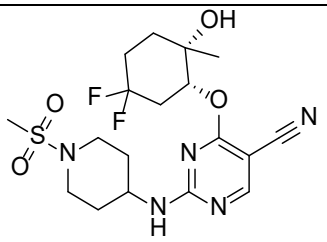
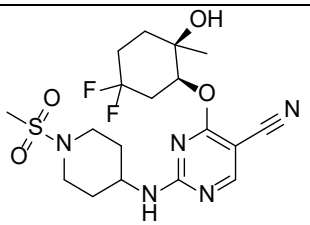
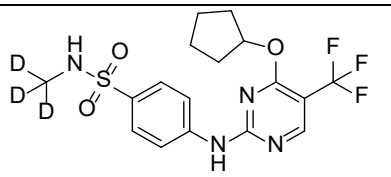
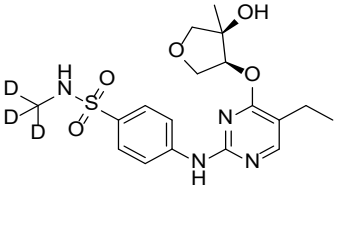
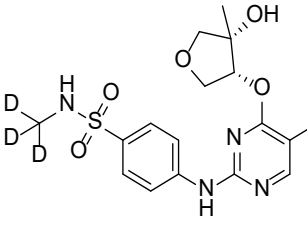
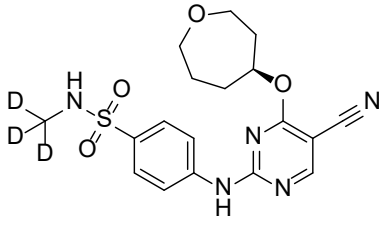
		
		
		
		
		
		

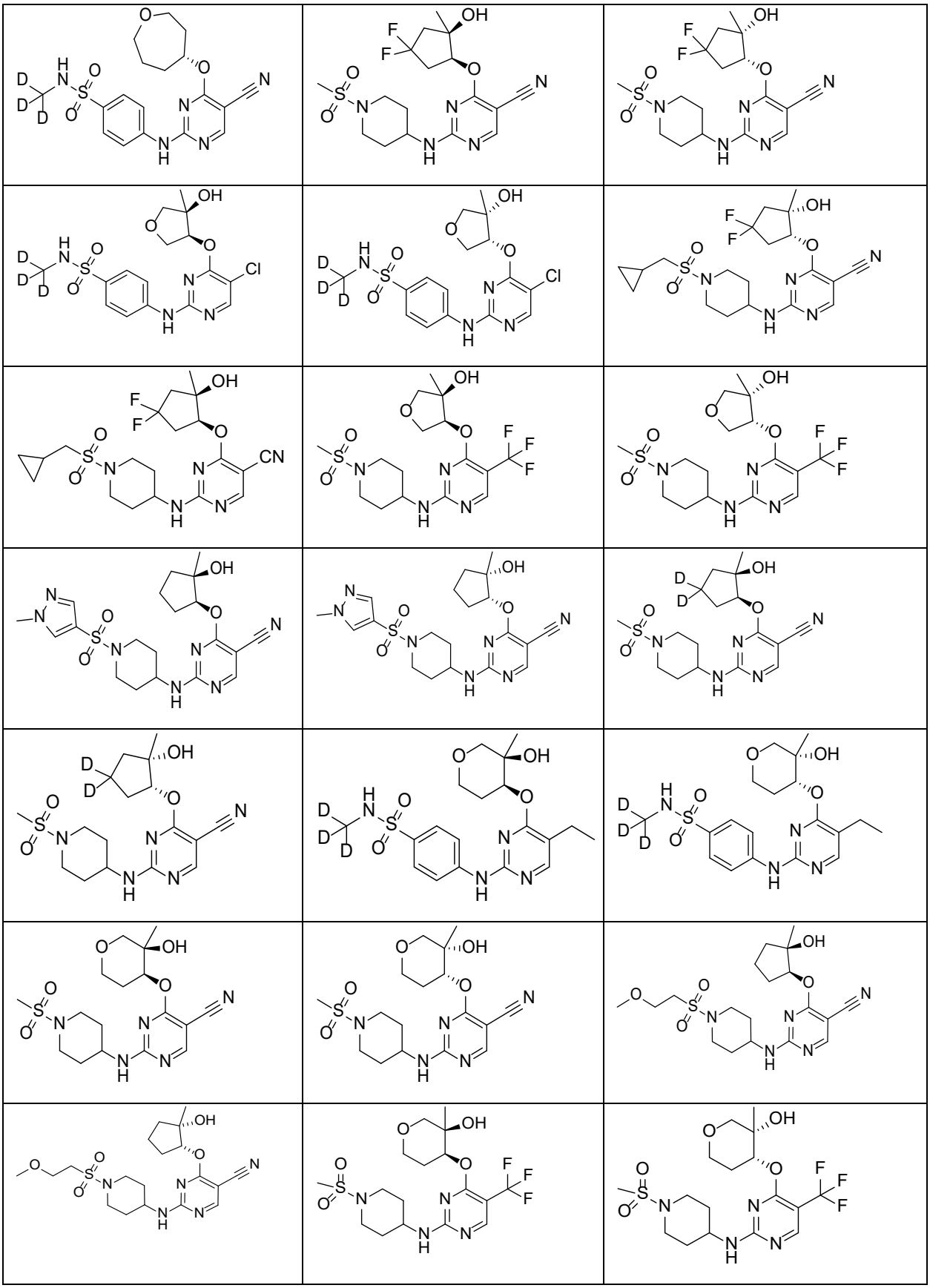
		
		
		
		
		
		

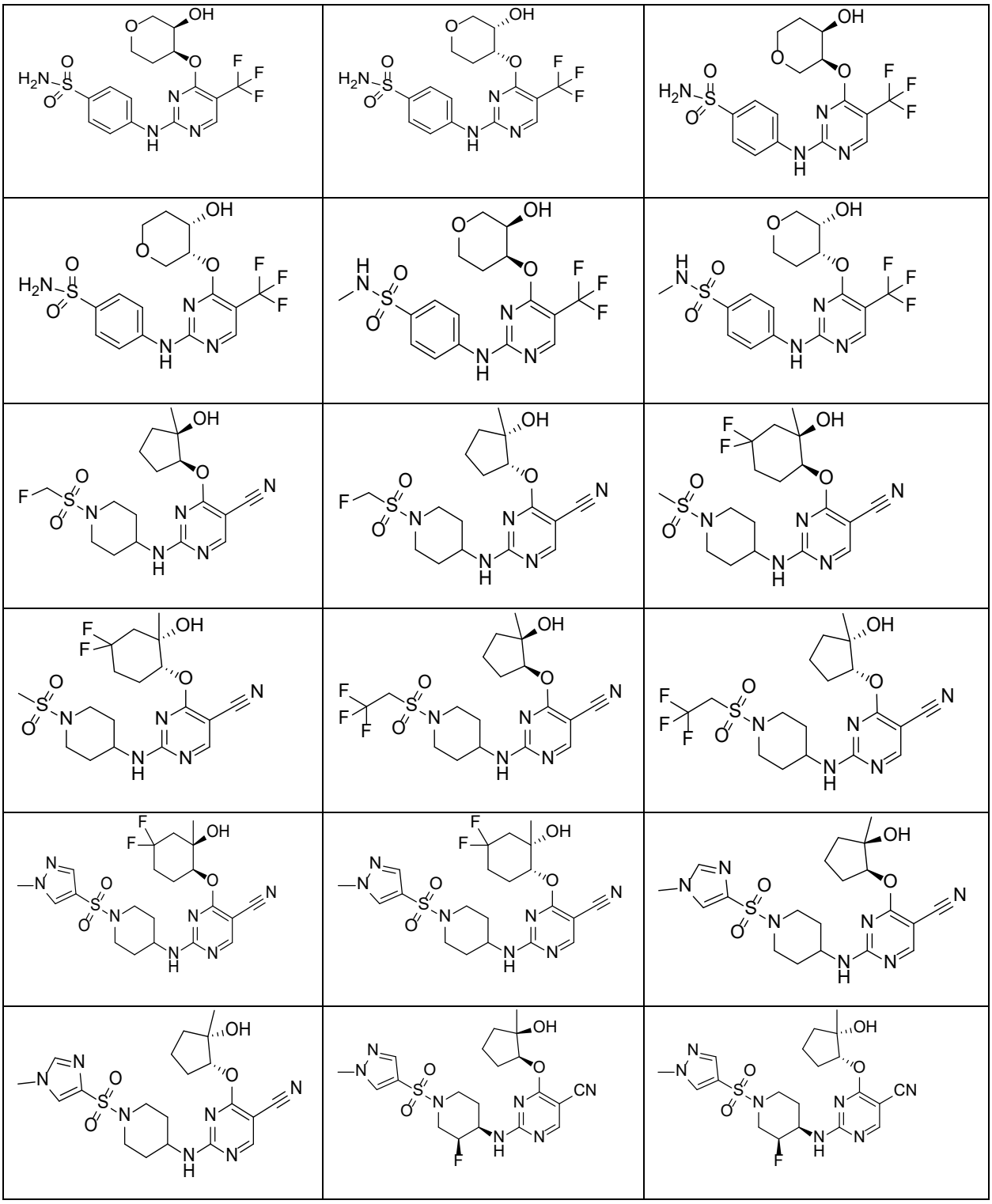
		
		
		
		
		
		

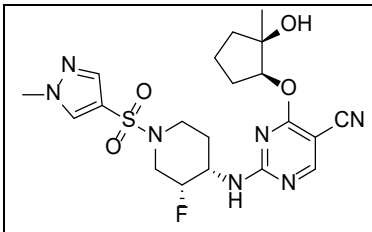
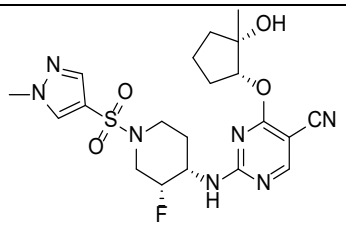
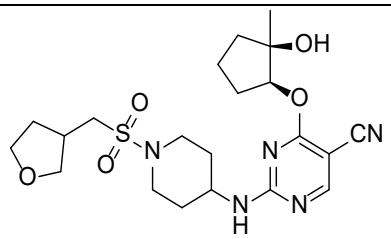
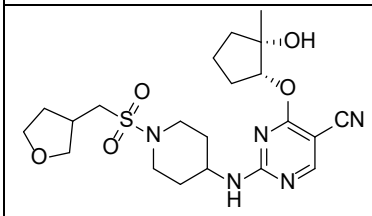
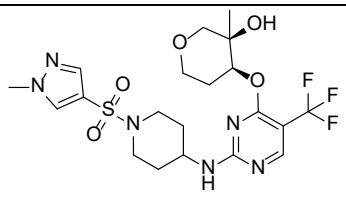
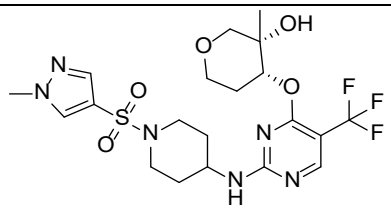
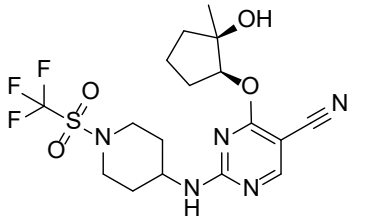
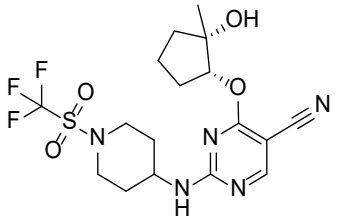
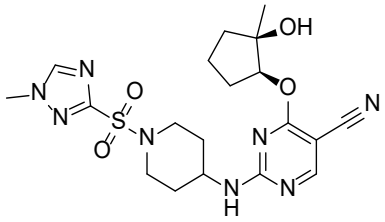
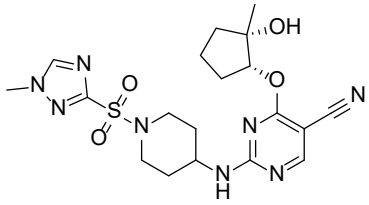
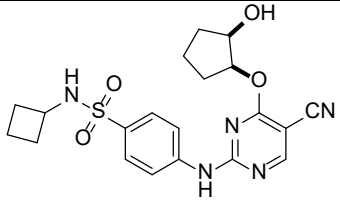
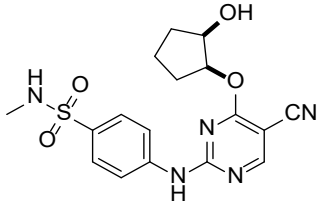
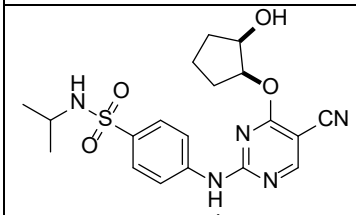
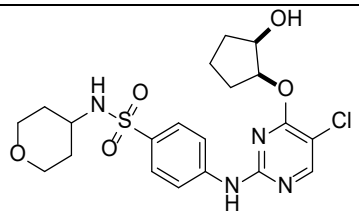
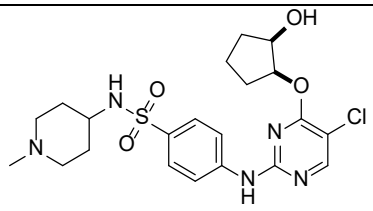
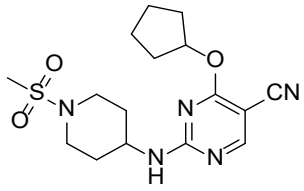
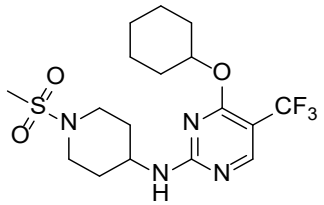
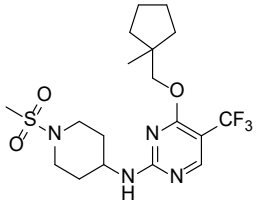
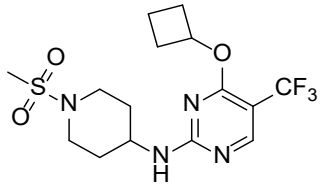
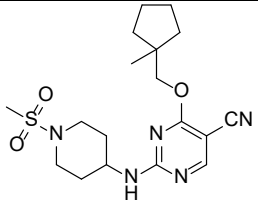
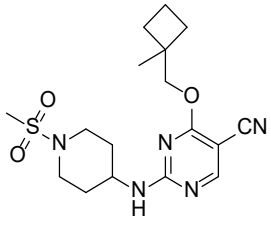
		
		
		
		
		
		

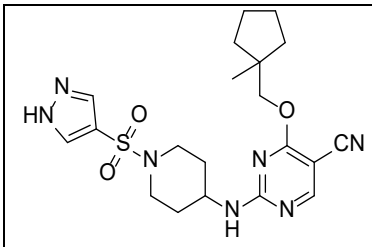
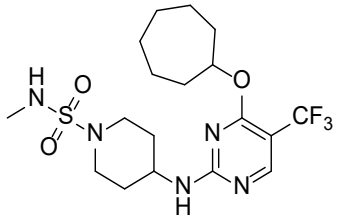
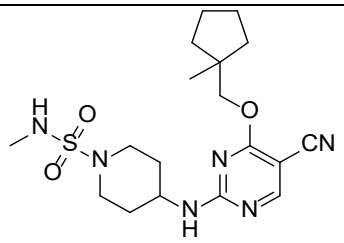
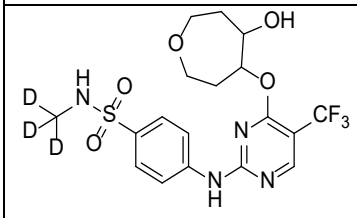
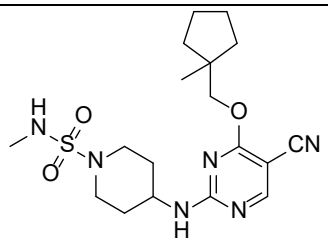
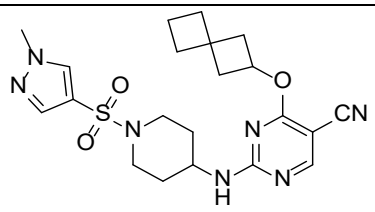
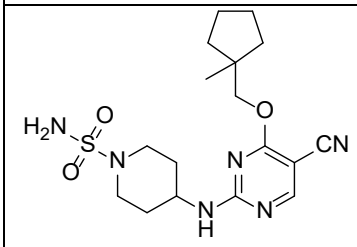
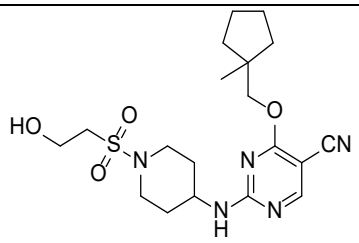
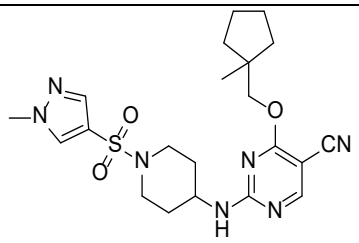
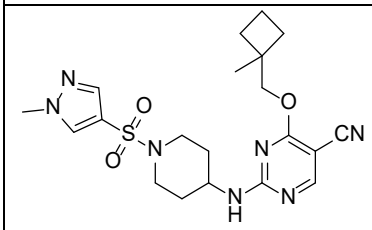
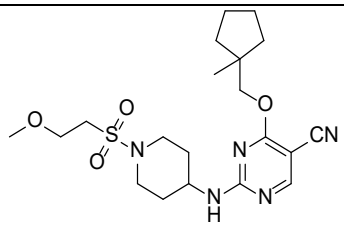
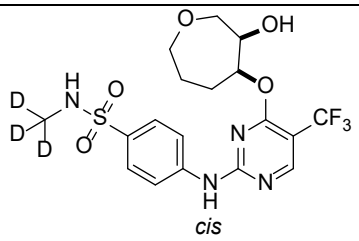
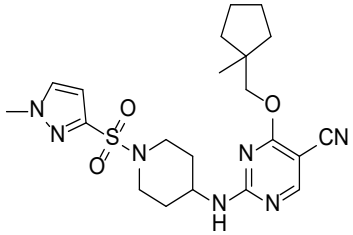
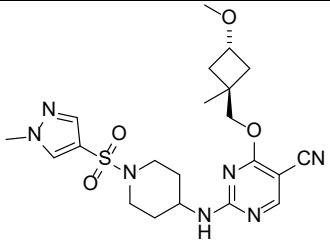
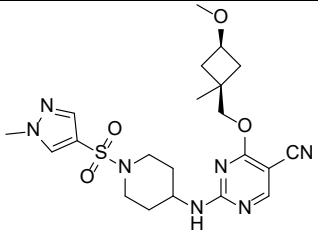
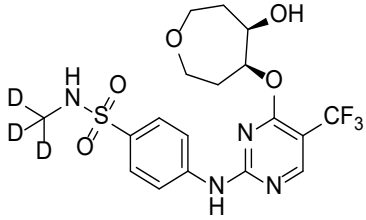
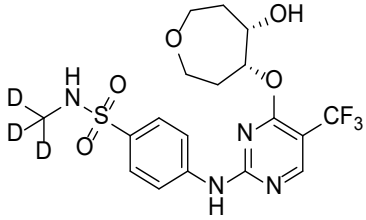
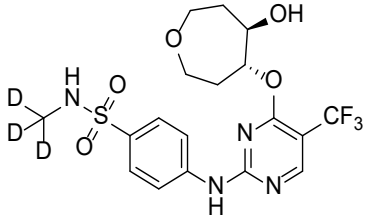
		
		
		
		
		
		

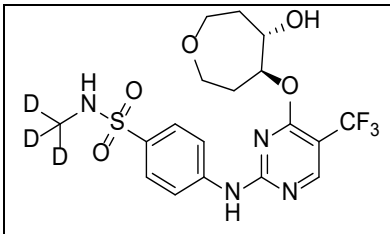
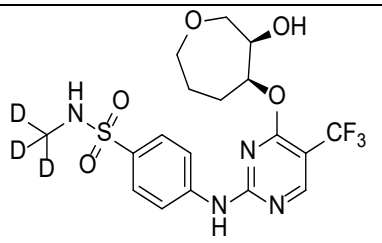
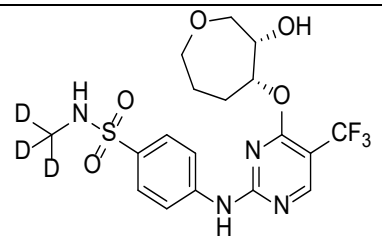
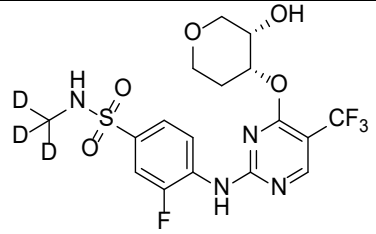
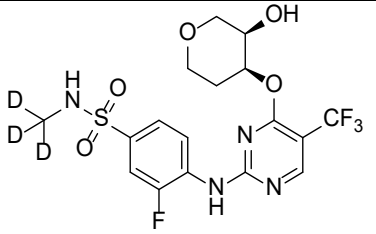























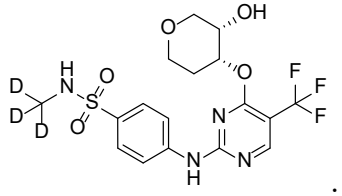
		
		
		
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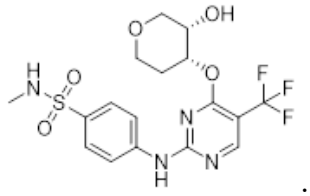
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13. A compound, or a pharmaceutically acceptable salt thereof, wherein the compound is



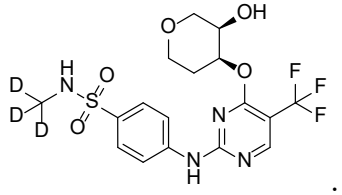
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14. A compound, or a pharmaceutically acceptable salt thereof, wherein the compound is



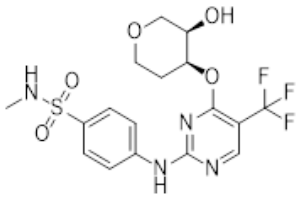
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15. A compound, or a pharmaceutically acceptable salt thereof, wherein the compound is



.

16. A compound, or a pharmaceutically acceptable salt thereof, wherein the compound is



.

17. A pharmaceutical composition comprising the compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable excipient.

18. Use of the compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 17, in the manufacture of a medicament for treating cancer.

19. The use of claim 18, wherein the cancer is breast cancer, ovarian cancer, bladder cancer, uterine cancer, prostate cancer, lung cancer, esophageal cancer, head and neck cancer, colorectal cancer, kidney cancer, liver cancer, pancreatic cancer, stomach cancer and/or thyroid cancer.

20. The use of any one of claims 18-19, wherein the cancer is characterized by an amplification or overexpression of cyclin E1 and/or cyclin E2.

21. The compound of any one of claims 1-16, or a pharmaceutically acceptable salt thereof, or the pharmaceutical composition of claim 17, for use as a medicament.