

## DOCUMENT MADE AVAILABLE UNDER THE PATENT COOPERATION TREATY (PCT)

|                                              |                                                 |
|----------------------------------------------|-------------------------------------------------|
| International application number:            | <b>PCT/US2023/029714</b>                        |
| International filing date:                   | <b>08 August 2023 (08.08.2023)</b>              |
| Document type:                               | <b>Certified copy of priority document</b>      |
| Document details:                            | Country/Office: <b>US</b>                       |
|                                              | Number: <b>63/396,381</b>                       |
|                                              | Filing date: <b>09 August 2022 (09.08.2022)</b> |
| Date of receipt at the International Bureau: | <b>27 August 2023 (27.08.2023)</b>              |

Remark: Priority document submitted or transmitted to the International Bureau in compliance with Rule 17.1(a),(b) or (b-bis)

1277140

# THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

*August 26, 2023*

**THIS IS TO CERTIFY THAT ANNEXED HERETO IS A TRUE COPY FROM THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE OF THOSE PAPERS OF THE BELOW IDENTIFIED PATENT APPLICATION THAT MET THE REQUIREMENTS TO BE GRANTED A FILING DATE.**

**APPLICATION NUMBER: 63/396,381**

**FILING DATE: *August 09, 2022***

**RELATED PCT APPLICATION NUMBER: *PCT/US23/29714***

**THE COUNTRY CODE AND NUMBER OF YOUR PRIORITY APPLICATION, TO BE USED FOR FILING ABROAD UNDER THE PARIS CONVENTION, IS *US63/396,381***



Certified by

*Kathi*

Performing the Functions and Duties of the  
Under Secretary of Commerce  
for Intellectual Property  
and Director of the United States  
Patent and Trademark Office

Doc Code: PA..

Document Description: Power of Attorney

PTO/AIA/82B (07-13)

Approved for use through 03/31/2021. OMB 0651-0035

U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

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## POWER OF ATTORNEY BY APPLICANT

I hereby revoke all previous powers of attorney given in the application identified in either the attached transmittal letter or the boxes below.

Application Number

Filing Date

(Note: The boxes above may be left blank if information is provided on form PTO/AIA/82A.)



I hereby appoint the Patent Practitioner(s) associated with the following Customer Number as my/our attorney(s) or agent(s), and to transact all business in the United States Patent and Trademark Office connected therewith for the application referenced in the attached transmittal letter (form PTO/AIA/82A) or identified above:

177917

OR



I hereby appoint Practitioner(s) named in the attached list (form PTO/AIA/82C) as my/our attorney(s) or agent(s), and to transact all business in the United States Patent and Trademark Office connected therewith for the patent application referenced in the attached transmittal letter (form PTO/AIA/82A) or identified above. (Note: Complete form PTO/AIA/82C.)

Please recognize or change the correspondence address for the application identified in the attached transmittal letter or the boxes above to:



The address associated with the above-mentioned Customer Number

OR



The address associated with Customer Number:

OR



Firm or Individual Name

Address

City

State

Zip

Country

Telephone

Email

I am the Applicant (if the Applicant is a juristic entity, list the Applicant name in the box):

DANA-FARBER CANCER INSTITUTE, INC.



Inventor or Joint Inventor (title not required below)



Legal Representative of a Deceased or Legally Incapacitated Inventor (title not required below)



Assignee or Person to Whom the Inventor is Under an Obligation to Assign (provide signer's title if applicant is a juristic entity)



Person Who Otherwise Shows Sufficient Proprietary Interest (e.g., a petition under 37 CFR 1.46(b)(2) was granted in the application or is concurrently being filed with this document) (provide signer's title if applicant is a juristic entity)

### SIGNATURE of Applicant for Patent

The undersigned (whose title is supplied below) is authorized to act on behalf of the applicant (e.g., where the applicant is a juristic entity).

Signature

Date (Optional)

3.9.2021

Name

Lauren Mitchell

(on behalf of Dana-Farber Cancer Institute, Inc.)

Title

IP Counsel

**NOTE:** Signature - This form must be signed by the applicant in accordance with 37 CFR 1.33. See 37 CFR 1.4 for signature requirements and certifications. If more than one applicant, use multiple forms.

☒ Total of 1 (one) forms are submitted.

This collection of information is required by 37 CFR 1.131, 1.32, and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

## Electronic Acknowledgement Receipt

|                                             |                                    |
|---------------------------------------------|------------------------------------|
| <b>EFS ID:</b>                              | 46372780                           |
| <b>Application Number:</b>                  | 63396381                           |
| <b>International Application Number:</b>    |                                    |
| <b>Confirmation Number:</b>                 | 3226                               |
| <b>Title of Invention:</b>                  | MACROCYCLIC BCL6 DEGRADERS         |
| <b>First Named Inventor/Applicant Name:</b> | Lyn Howard Jones                   |
| <b>Customer Number:</b>                     | 177917                             |
| <b>Filer:</b>                               | Daniel W. Clarke/Donna O'Callaghan |
| <b>Filer Authorized By:</b>                 | Daniel W. Clarke                   |
| <b>Attorney Docket Number:</b>              | 52095-772P01US                     |
| <b>Receipt Date:</b>                        | 09-AUG-2022                        |
| <b>Filing Date:</b>                         |                                    |
| <b>Time Stamp:</b>                          | 14:58:36                           |
| <b>Application Type:</b>                    | Provisional                        |

### Payment information:

|                                                                                                                                                                |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| Submitted with Payment                                                                                                                                         | yes               |
| Payment Type                                                                                                                                                   | CARD              |
| Payment was successfully received in RAM                                                                                                                       | \$ 150            |
| RAM confirmation Number                                                                                                                                        | E202289E59073140  |
| Deposit Account                                                                                                                                                | 032410            |
| Authorized User                                                                                                                                                | Donna O'Callaghan |
| The Director of the USPTO is hereby authorized to charge indicated fees and credit any overpayment as follows:<br>37 CFR 1.21 (Miscellaneous fees and charges) |                   |

|                                                                 |                                |                             |                                          |                  |                  |
|-----------------------------------------------------------------|--------------------------------|-----------------------------|------------------------------------------|------------------|------------------|
|                                                                 |                                |                             |                                          |                  |                  |
| File Listing:                                                   |                                |                             |                                          |                  |                  |
| Document Number                                                 | Document Description           | File Name                   | File Size(Bytes)/ Message Digest         | Multi Part /.zip | Pages (if appl.) |
| 1                                                               | Provisional Cover Sheet (SB16) | Provisional_Coversheet.pdf  | 2175296                                  | no               | 3                |
|                                                                 |                                |                             | ac3b451af39b12869fbc9f8392ade744372a30f1 |                  |                  |
| Warnings:                                                       |                                |                             |                                          |                  |                  |
| This is not a USPTO supplied Provisional Cover Sheet SB16 form. |                                |                             |                                          |                  |                  |
| Information:                                                    |                                |                             |                                          |                  |                  |
| 2                                                               | Application Data Sheet         | ADS.pdf                     | 1459721                                  | no               | 8                |
|                                                                 |                                |                             | 8a8333d3bd61df2989e29fb0ca2c16b48bb18c02 |                  |                  |
| Warnings:                                                       |                                |                             |                                          |                  |                  |
| Information:                                                    |                                |                             |                                          |                  |                  |
| 3                                                               | Power of Attorney              | General_POA_Signed.pdf      | 906865                                   | no               | 1                |
|                                                                 |                                |                             | 7c8a31e031d68391a42b6cc403f9245891c54c5a |                  |                  |
| Warnings:                                                       |                                |                             |                                          |                  |                  |
| Information:                                                    |                                |                             |                                          |                  |                  |
| 4                                                               | Specification                  | Provisional_Application.pdf | 1110062                                  | no               | 89               |
|                                                                 |                                |                             | 9af1b7ef32c4a2d320a5abce2f86d787c26bfd60 |                  |                  |
| Warnings:                                                       |                                |                             |                                          |                  |                  |
| Information:                                                    |                                |                             |                                          |                  |                  |
| 5                                                               | Fee Worksheet (SB06)           | fee-info.pdf                | 37745                                    | no               | 2                |
|                                                                 |                                |                             | 4650e189ce2e526f20122bb3cc3f6a441ef0c962 |                  |                  |
| Warnings:                                                       |                                |                             |                                          |                  |                  |
| Information:                                                    |                                |                             |                                          |                  |                  |
| Total Files Size (in bytes):                                    |                                |                             | 5689689                                  |                  |                  |

This Acknowledgement Receipt evidences receipt on the noted date by the USPTO of the indicated documents, characterized by the applicant, and including page counts, where applicable. It serves as evidence of receipt similar to a Post Card, as described in MPEP 503.

**New Applications Under 35 U.S.C. 111**

If a new application is being filed and the application includes the necessary components for a filing date (see 37 CFR 1.53(b)-(d) and MPEP 506), a Filing Receipt (37 CFR 1.54) will be issued in due course and the date shown on this Acknowledgement Receipt will establish the filing date of the application.

**National Stage of an International Application under 35 U.S.C. 371**

If a timely submission to enter the national stage of an international application is compliant with the conditions of 35 U.S.C. 371 and other applicable requirements a Form PCT/DO/EO/903 indicating acceptance of the application as a national stage submission under 35 U.S.C. 371 will be issued in addition to the Filing Receipt, in due course.

**New International Application Filed with the USPTO as a Receiving Office**

If a new international application is being filed and the international application includes the necessary components for an international filing date (see PCT Article 11 and MPEP 1810), a Notification of the International Application Number and of the International Filing Date (Form PCT/RO/105) will be issued in due course, subject to prescriptions concerning national security, and the date shown on this Acknowledgement Receipt will establish the international filing date of the application.

Doc Code: **TR.PROV**

Document Description: Provisional Cover Sheet (SB16)

PTO/SB/16 (02-18)

Approved for use through 11/30/2020. OMB 0651-0032

U.S. Patent and Trademark Office: U.S. DEPARTMENT OF COMMERCE

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| <b>Provisional Application for Patent Cover Sheet</b>                                                                                       |             |                            |                                               |       |                                       |
|---------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------------|-----------------------------------------------|-------|---------------------------------------|
| This is a request for filing a PROVISIONAL APPLICATION FOR PATENT under 37 CFR 1.53(c)                                                      |             |                            |                                               |       |                                       |
| <b>Inventor(s)</b>                                                                                                                          |             |                            |                                               |       |                                       |
| Inventor 1                                                                                                                                  |             |                            |                                               |       | <input type="button" value="Remove"/> |
| Given Name                                                                                                                                  | Middle Name | Family Name                | City                                          | State | Country ;                             |
| Lyn                                                                                                                                         | Howard      | Jones                      | Winchester                                    | MA    | US                                    |
| Inventor 2                                                                                                                                  |             |                            |                                               |       | <input type="button" value="Remove"/> |
| Given Name                                                                                                                                  | Middle Name | Family Name                | City                                          | State | Country ;                             |
| Huang                                                                                                                                       |             | Huang                      | Belmont                                       | MA    | US                                    |
| All Inventors Must Be Listed – Additional Inventor Information blocks may be generated within this form by selecting the <b>Add</b> button. |             |                            |                                               |       | <input type="button" value="Add"/>    |
| <b>Title of Invention</b>                                                                                                                   |             | MACROCYCLIC BCL6 DEGRADERS |                                               |       |                                       |
| Attorney Docket Number (if applicable)                                                                                                      |             | 52095-772P01US             |                                               |       |                                       |
| <b>Correspondence Address</b>                                                                                                               |             |                            |                                               |       |                                       |
| Direct all correspondence to (select one):                                                                                                  |             |                            |                                               |       |                                       |
| <input checked="" type="radio"/> The address corresponding to Customer Number                                                               |             |                            | <input type="radio"/> Firm or Individual Name |       |                                       |
| Customer Number                                                                                                                             |             |                            | 177917                                        |       |                                       |

|                                                                                                                                                                                          |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| The invention was made by an agency of the United States Government or under a contract with an agency of the United States Government.                                                  |  |
| <input checked="" type="radio"/> No.                                                                                                                                                     |  |
| <input type="radio"/> Yes, the invention was made by an agency of the United States Government. The U.S. Government agency name is:                                                      |  |
| <input type="radio"/> Yes, the invention was under a contract with an agency of the United States Government. The name of the U.S. Government agency and Government contract number are: |  |

Doc Code: **TR.PROV**

Document Description: Provisional Cover Sheet (SB16)

PTO/SB/16 (02-18)

Approved for use through 11/30/2020. OMB 0651-0032

U.S. Patent and Trademark Office: U.S. DEPARTMENT OF COMMERCE

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### Entity Status

**Applicant asserts small entity status under 37 CFR 1.27 or applicant certifies micro entity status under 37 CFR 1.29**

- ☒ Applicant asserts small entity status under 37 CFR 1.27
- ☐ Applicant certifies micro entity status under 37 CFR 1.29. Applicant must attach form PTO/SB/15A or B or equivalent.
- ☐ No

### Warning

Petitioner/applicant is cautioned to avoid submitting personal information in documents filed in a patent application that may contribute to identity theft. Personal information such as social security numbers, bank account numbers, or credit card numbers (other than a check or credit card authorization form PTO-2038 submitted for payment purposes) is never required by the USPTO to support a petition or an application. If this type of personal information is included in documents submitted to the USPTO, petitioners/applicants should consider redacting such personal information from the documents before submitting them to USPTO. Petitioner/applicant is advised that the record of a patent application is available to the public after publication of the application (unless a non-publication request in compliance with 37 CFR 1.213(a) is made in the application) or issuance of a patent. Furthermore, the record from an abandoned application may also be available to the public if the application is referenced in a published application or an issued patent (see 37 CFR 1.14). Checks and credit card authorization forms PTO-2038 submitted for payment purposes are not retained in the application file and therefore are not publicly available.

### Signature

Please see 37 CFR 1.4(d) for the form of the signature.

|            |                    |           |                     |                                      |            |
|------------|--------------------|-----------|---------------------|--------------------------------------|------------|
| Signature  | /Daniel W. Clarke/ |           |                     | Date (YYYY-MM-DD)                    | 2022-08-09 |
| First Name | Daniel W.          | Last Name | Clarke, J.D., Ph.D. | Registration Number (If appropriate) | 63993      |

This collection of information is required by 37 CFR 1.51. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 8 hours to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. **This form can only be used when in conjunction with EFS-Web. If this form is mailed to the USPTO, it may cause delays in handling the provisional application.**

## Privacy Act Statement

**The Privacy Act of 1974 (P.L. 93-579)** requires that you be given certain information in connection with your submission of the attached form related to a patent application or patent. Accordingly, pursuant to the requirements of the Act, please be advised that : (1) the general authority for the collection of this information is 35 U.S.C. 2(b)(2); (2) furnishing of the information solicited is voluntary; and (3) the principal purpose for which the information is used by the U.S. Patent and Trademark Office is to process and/or examine your submission related to a patent application or patent. If you do not furnish the requested information, the U.S. Patent and Trademark Office may not be able to process and/or examine your submission, which may result in termination of proceedings or abandonment of the application or expiration of the patent.

The information provided by you in this form will be subject to the following routine uses:

1. The information on this form will be treated confidentially to the extent allowed under the Freedom of Information Act (5 U.S.C. 552) and the Privacy Act (5 U.S.C. 552a). Records from this system of records may be disclosed to the Department of Justice to determine whether disclosure of these records is required by the Freedom of Information Act.
2. A record from this system of records may be disclosed, as a routine use, in the course of presenting evidence to a court, magistrate, or administrative tribunal, including disclosures to opposing counsel in the course of settlement negotiations.
3. A record in this system of records may be disclosed, as a routine use, to a Member of Congress submitting a request involving an individual, to whom the record pertains, when the individual has requested assistance from the Member with respect to the subject matter of the record.
4. A record in this system of records may be disclosed, as a routine use, to a contractor of the Agency having need for the information in order to perform a contract. Recipients of information shall be required to comply with the requirements of the Privacy Act of 1974, as amended, pursuant to 5 U.S.C. 552a(m).
5. A record related to an International Application filed under the Patent Cooperation Treaty in this system of records may be disclosed, as a routine use, to the International Bureau of the World Intellectual Property Organization, pursuant to the Patent Cooperation Treaty.
6. A record in this system of records may be disclosed, as a routine use, to another federal agency for purposes of National Security review (35 U.S.C. 181) and for review pursuant to the Atomic Energy Act (42 U.S.C. 218(c)).
7. A record from this system of records may be disclosed, as a routine use, to the Administrator, General Services, or his/her designee, during an inspection of records conducted by GSA as part of that agency's responsibility to recommend improvements in records management practices and programs, under authority of 44 U.S.C. 2904 and 2906. Such disclosure shall be made in accordance with the GSA regulations governing inspection of records for this purpose, and any other relevant (i.e., GSA or Commerce) directive. Such disclosure shall not be used to make determinations about individuals.
8. A record from this system of records may be disclosed, as a routine use, to the public after either publication of the application pursuant to 35 U.S.C. 122(b) or issuance of a patent pursuant to 35 U.S.C. 151. Further, a record may be disclosed, subject to the limitations of 37 CFR 1.14, as a routine use, to the public if the record was filed in an application which became abandoned or in which the proceedings were terminated and which application is referenced by either a published application, an application open to public inspection or an issued patent.
9. A record from this system of records may be disclosed, as a routine use, to a Federal, State, or local law enforcement agency, if the USPTO becomes aware of a violation or potential violation of law or regulation.

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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                            |                        |                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|------------------------|----------------|
| <b>Application Data Sheet 37 CFR 1.76</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                            | Attorney Docket Number | 52095-772P01US |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                            | Application Number     |                |
| Title of Invention                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | MACROCYCLIC BCL6 DEGRADERS |                        |                |
| <small>The application data sheet is part of the provisional or nonprovisional application for which it is being submitted. The following form contains the bibliographic data arranged in a format specified by the United States Patent and Trademark Office as outlined in 37 CFR 1.76. This document may be completed electronically and submitted to the Office in electronic format using the Electronic Filing System (EFS) or the document may be printed and included in a paper filed application.</small> |                            |                        |                |

## Secrecy Order 37 CFR 5.2:

|                          |                                                                                                                                                                                                                                       |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> | Portions or all of the application associated with this Application Data Sheet may fall under a Secrecy Order pursuant to 37 CFR 5.2 (Paper filers only. Applications that fall under Secrecy Order may not be filed electronically.) |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## Inventor Information:

|                                                                                                                                                      |                     |                        |             |                      |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|------------------------|-------------|----------------------|----|
| Inventor                                                                                                                                             | 1                   | <a href="#">Remove</a> |             |                      |    |
| Legal Name                                                                                                                                           |                     |                        |             |                      |    |
| Prefix                                                                                                                                               | Given Name          | Middle Name            | Family Name | Suffix               |    |
|                                                                                                                                                      | Lyn                 | Howard                 | Jones       |                      |    |
| Residence Information (Select One) • US Residency Non US Residency Active US Military Service                                                        |                     |                        |             |                      |    |
| City                                                                                                                                                 | Winchester          | State/Province         | MA          | Country of Residence | US |
| Mailing Address of Inventor:                                                                                                                         |                     |                        |             |                      |    |
| Address 1                                                                                                                                            | 8 Russett Lane      |                        |             |                      |    |
| Address 2                                                                                                                                            |                     |                        |             |                      |    |
| City                                                                                                                                                 | Winchester          | State/Province         | MA          |                      |    |
| Postal Code                                                                                                                                          | 01890               | Country i              | US          |                      |    |
| Inventor                                                                                                                                             | 2                   | <a href="#">Remove</a> |             |                      |    |
| Legal Name                                                                                                                                           |                     |                        |             |                      |    |
| Prefix                                                                                                                                               | Given Name          | Middle Name            | Family Name | Suffix               |    |
|                                                                                                                                                      | Huang               |                        | Huang       |                      |    |
| Residence Information (Select One) • US Residency Non US Residency Active US Military Service                                                        |                     |                        |             |                      |    |
| City                                                                                                                                                 | Belmont             | State/Province         | MA          | Country of Residence | US |
| Mailing Address of Inventor:                                                                                                                         |                     |                        |             |                      |    |
| Address 1                                                                                                                                            | 210 Waverley Street |                        |             |                      |    |
| Address 2                                                                                                                                            |                     |                        |             |                      |    |
| City                                                                                                                                                 | Belmont             | State/Province         | MA          |                      |    |
| Postal Code                                                                                                                                          | 02478               | Country i              | US          |                      |    |
| All Inventors Must Be Listed - Additional Inventor Information blocks may be generated within this form by selecting the <a href="#">Add</a> button. |                     |                        |             |                      |    |

## Correspondence Information:

|                                                                                                                                       |
|---------------------------------------------------------------------------------------------------------------------------------------|
| Enter either Customer Number or complete the Correspondence Information section below.<br>For further information see 37 CFR 1.33(a). |
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|                                           |                            |                        |                |
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| <b>Application Data Sheet 37 CFR 1.76</b> |                            | Attorney Docket Number | 52095-772P01US |
|                                           |                            | Application Number     |                |
| Title of Invention                        | MACROCYCLIC BCL6 DEGRADERS |                        |                |

☐ An Address is being provided for the correspondence information of this application.

|                 |                        |                                          |                                             |
|-----------------|------------------------|------------------------------------------|---------------------------------------------|
| Customer Number | 177917                 |                                          |                                             |
| Email Address   | docketing@burnslev.com | <input type="button" value="Add Email"/> | <input type="button" value="Remove Email"/> |

**Application Information:**

|                                         |                            |                                           |                                     |
|-----------------------------------------|----------------------------|-------------------------------------------|-------------------------------------|
| Title of the Invention                  | MACROCYCLIC BCL6 DEGRADERS |                                           |                                     |
| Attorney Docket Number                  | 52095-772P01US             | Small Entity Status Claimed               | <input checked="" type="checkbox"/> |
| Application Type                        | Provisional                |                                           |                                     |
| Subject Matter                          | Utility                    |                                           |                                     |
| Total Number of Drawing Sheets (if any) |                            | Suggested Figure for Publication (if any) |                                     |

**Filing By Reference:**

Only complete this section when filing an application by reference under 35 U.S.C. 111(c) and 37 CFR 1.57(a). Do not complete this section if application papers including a specification and any drawings are being filed. Any domestic benefit or foreign priority information must be provided in the appropriate section(s) below (i.e., "Domestic Benefit/National Stage Information" and "Foreign Priority Information").

For the purposes of a filing date under 37 CFR 1.53(b), the description and any drawings of the present application are replaced by this reference to the previously filed application, subject to conditions and requirements of 37 CFR 1.57(a).

|                                                        |                          |                                            |
|--------------------------------------------------------|--------------------------|--------------------------------------------|
| Application number of the previously filed application | Filing date (YYYY-MM-DD) | Intellectual Property Authority or Country |
|                                                        |                          |                                            |

**Publication Information:**
☐ Request Early Publication (Fee required at time of Request 37 CFR 1.219)

☐ **Request Not to Publish.** I hereby request that the attached application not be published under 35 U.S.C. 122(b) and certify that the invention disclosed in the attached application **has not and will not be** the subject of an application filed in another country, or under a multilateral international agreement, that requires publication at eighteen months after filing.

**Representative Information:**

Representative information should be provided for all practitioners having a power of attorney in the application. Providing this information in the Application Data Sheet does not constitute a power of attorney in the application (see 37 CFR 1.32). Either enter Customer Number or complete the Representative Name section below. If both sections are completed the customer Number will be used for the Representative Information during processing.

|                    |                                                  |                                              |                                                         |
|--------------------|--------------------------------------------------|----------------------------------------------|---------------------------------------------------------|
| Please Select One: | <input checked="" type="radio"/> Customer Number | <input type="radio"/> US Patent Practitioner | <input type="radio"/> Limited Recognition (37 CFR 11.9) |
| Customer Number    | 177917                                           |                                              |                                                         |

|                                           |                            |                        |                |
|-------------------------------------------|----------------------------|------------------------|----------------|
| <b>Application Data Sheet 37 CFR 1.76</b> |                            | Attorney Docket Number | 52095-772P01US |
|                                           |                            | Application Number     |                |
| Title of Invention                        | MACROCYCLIC BCL6 DEGRADERS |                        |                |

### Domestic Benefit/National Stage Information:

This section allows for the applicant to either claim benefit under 35 U.S.C. 119(e), 120, 121, 365(c), or 386(c) or indicate National Stage entry from a PCT application. Providing benefit claim information in the Application Data Sheet constitutes the specific reference required by 35 U.S.C. 119(e) or 120, and 37 CFR 1.78.

When referring to the current application, please leave the "Application Number" field blank.

|                                                                                                                       |                      |                                       |                                    |
|-----------------------------------------------------------------------------------------------------------------------|----------------------|---------------------------------------|------------------------------------|
| Prior Application Status                                                                                              | <input type="text"/> | <input type="button" value="Remove"/> |                                    |
| Application Number                                                                                                    | Continuity Type      | Prior Application Number              | Filing or 371(c) Date (YYYY-MM-DD) |
| <input type="text"/>                                                                                                  | <input type="text"/> |                                       |                                    |
| Additional Domestic Benefit/National Stage Data may be generated within this form by selecting the <b>Add</b> button. |                      |                                       | <input type="button" value="Add"/> |

### Foreign Priority Information:

This section allows for the applicant to claim priority to a foreign application. Providing this information in the application data sheet constitutes the claim for priority as required by 35 U.S.C. 119(b) and 37 CFR 1.55. When priority is claimed to a foreign application that is eligible for retrieval under the priority document exchange program (PDX)<sup>i</sup> the information will be used by the Office to automatically attempt retrieval pursuant to 37 CFR 1.55(i)(1) and (2). Under the PDX program, applicant bears the ultimate responsibility for ensuring that a copy of the foreign application is received by the Office from the participating foreign intellectual property office, or a certified copy of the foreign priority application is filed, within the time period specified in 37 CFR 1.55(g)(1).

|                                                                                                        |                      |                          |                                          |
|--------------------------------------------------------------------------------------------------------|----------------------|--------------------------|------------------------------------------|
| Application Number                                                                                     | Country <sup>i</sup> | Filing Date (YYYY-MM-DD) | <input type="button" value="Remove"/>    |
| <input type="text"/>                                                                                   | <input type="text"/> | <input type="text"/>     | Access Code <sup>i</sup> (if applicable) |
| Additional Foreign Priority Data may be generated within this form by selecting the <b>Add</b> button. |                      |                          | <input type="button" value="Add"/>       |

### Statement under 37 CFR 1.55 or 1.78 for AIA (First Inventor to File) Transition Applications

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>This application (1) claims priority to or the benefit of an application filed before March 16, 2013 and (2) also contains, or contained at any time, a claim to a claimed invention that has an effective filing date on or after March 16, 2013.</p> <p><input type="checkbox"/> NOTE: By providing this statement under 37 CFR 1.55 or 1.78, this application, with a filing date on or after March 16, 2013, will be examined under the first inventor to file provisions of the AIA.</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                           |                            |                        |                |
|-------------------------------------------|----------------------------|------------------------|----------------|
| <b>Application Data Sheet 37 CFR 1.76</b> |                            | Attorney Docket Number | 52095-772P01US |
|                                           |                            | Application Number     |                |
| Title of Invention                        | MACROCYCLIC BCL6 DEGRADERS |                        |                |

## Authorization or Opt-Out of Authorization to Permit Access:

When this Application Data Sheet is properly signed and filed with the application, applicant has provided written authority to permit a participating foreign intellectual property (IP) office access to the instant application-as-filed (see paragraph A in subsection 1 below) and the European Patent Office (EPO) access to any search results from the instant application (see paragraph B in subsection 1 below).

Should applicant choose not to provide an authorization identified in subsection 1 below, applicant **must opt-out** of the authorization by checking the corresponding box A or B or both in subsection 2 below.

**NOTE:** This section of the Application Data Sheet is **ONLY** reviewed and processed with the **INITIAL** filing of an application. After the initial filing of an application, an Application Data Sheet cannot be used to provide or rescind authorization for access by a foreign IP office(s). Instead, Form PTO/SB/39 or PTO/SB/69 must be used as appropriate.

### 1. Authorization to Permit Access by a Foreign Intellectual Property Office(s)

**A. Priority Document Exchange (PDX)** - Unless box A in subsection 2 (opt-out of authorization) is checked, the undersigned hereby **grants the USPTO authority** to provide the European Patent Office (EPO), the Japan Patent Office (JPO), the Korean Intellectual Property Office (KIPO), the State Intellectual Property Office of the People's Republic of China (SIPO), the World Intellectual Property Organization (WIPO), and any other foreign intellectual property office participating with the USPTO in a bilateral or multilateral priority document exchange agreement in which a foreign application claiming priority to the instant patent application is filed, access to: (1) the instant patent application-as-filed and its related bibliographic data, (2) any foreign or domestic application to which priority or benefit is claimed by the instant application and its related bibliographic data, and (3) the date of filing of this Authorization. See 37 CFR 1.14(h)(1).

**B. Search Results from U.S. Application to EPO** - Unless box B in subsection 2 (opt-out of authorization) is checked, the undersigned hereby **grants the USPTO authority** to provide the EPO access to the bibliographic data and search results from the instant patent application when a European patent application claiming priority to the instant patent application is filed. See 37 CFR 1.14(h)(2).

The applicant is reminded that the EPO's Rule 141(1) EPC (European Patent Convention) requires applicants to submit a copy of search results from the instant application without delay in a European patent application that claims priority to the instant application.

### 2. Opt-Out of Authorizations to Permit Access by a Foreign Intellectual Property Office(s)

☐ A. Applicant **DOES NOT** authorize the USPTO to permit a participating foreign IP office access to the instant application-as-filed. If this box is checked, the USPTO will not be providing a participating foreign IP office with any documents and information identified in subsection 1A above.

☐ B. Applicant **DOES NOT** authorize the USPTO to transmit to the EPO any search results from the instant patent application. If this box is checked, the USPTO will not be providing the EPO with search results from the instant application.

**NOTE:** Once the application has published or is otherwise publicly available, the USPTO may provide access to the application in accordance with 37 CFR 1.14.

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it contains a valid OMB control number.

|                                           |                            |                        |                |
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| <b>Application Data Sheet 37 CFR 1.76</b> |                            | Attorney Docket Number | 52095-772P01US |
|                                           |                            | Application Number     |                |
| Title of Invention                        | MACROCYCLIC BCL6 DEGRADERS |                        |                |

## Applicant Information:

Providing assignment information in this section does not substitute for compliance with any requirement of part 3 of Title 37 of CFR to have an assignment recorded by the Office.

|                  |   |                        |
|------------------|---|------------------------|
| <b>Applicant</b> | 1 | <a href="#">Remove</a> |
|------------------|---|------------------------|

If the applicant is the inventor (or the remaining joint inventor or inventors under 37 CFR 1.45), this section should not be completed. The information to be provided in this section is the name and address of the legal representative who is the applicant under 37 CFR 1.43; or the name and address of the assignee, person to whom the inventor is under an obligation to assign the invention, or person who otherwise shows sufficient proprietary interest in the matter who is the applicant under 37 CFR 1.46. If the applicant is an applicant under 37 CFR 1.46 (assignee, person to whom the inventor is obligated to assign, or person who otherwise shows sufficient proprietary interest) together with one or more joint inventors, then the joint inventor or inventors who are also the applicant should be identified in this section.

[Clear](#)

|                                                     |                                          |                                                  |
|-----------------------------------------------------|------------------------------------------|--------------------------------------------------|
| <input checked="" type="radio"/> Assignee           | Legal Representative under 35 U.S.C. 117 | Joint Inventor                                   |
| Person to whom the inventor is obligated to assign. |                                          | Person who shows sufficient proprietary interest |

If applicant is the legal representative, indicate the authority to file the patent application, the inventor is:

Name of the Deceased or Legally Incapacitated Inventor:

If the Applicant is an Organization check here. ☒

|                   |                                    |  |  |
|-------------------|------------------------------------|--|--|
| Organization Name | DANA-FARBER CANCER INSTITUTE, INC. |  |  |
|-------------------|------------------------------------|--|--|

**Mailing Address Information For Applicant:**

|               |                      |                |       |
|---------------|----------------------|----------------|-------|
| Address 1     | 450 Brookline Avenue |                |       |
| Address 2     |                      |                |       |
| City          | Boston               | State/Province | MA    |
| Country       | US                   | Postal Code    | 02215 |
| Phone Number  |                      | Fax Number     |       |
| Email Address |                      |                |       |

Additional Applicant Data may be generated within this form by selecting the Add button. [Add](#)

## Assignee Information including Non-Applicant Assignee Information:

Providing assignment information in this section does not substitute for compliance with any requirement of part 3 of Title 37 of CFR to have an assignment recorded by the Office.

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| <b>Application Data Sheet 37 CFR 1.76</b> |                            | Attorney Docket Number | 52095-772P01US |
|                                           |                            | Application Number     |                |
| Title of Invention                        | MACROCYCLIC BCL6 DEGRADERS |                        |                |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                    |                |                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|----------------|---------------------------------------|
| <b>Assignee</b>                                                                                                                                                                                                                                                                                                                                                                                                                                        | 1                                  |                |                                       |
| Complete this section if assignee information, including non-applicant assignee information, is desired to be included on the patent application publication. An assignee-applicant identified in the "Applicant Information" section will appear on the patent application publication as an applicant. For an assignee-applicant, complete this section only if identification as an assignee is also desired on the patent application publication. |                                    |                |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                    |                | <input type="button" value="Remove"/> |
| If the Assignee or Non-Applicant Assignee is an Organization check here.                                                                                                                                                                                                                                                                                                                                                                               |                                    |                | <input checked="" type="checkbox"/>   |
| Organization Name                                                                                                                                                                                                                                                                                                                                                                                                                                      | DANA-FARBER CANCER INSTITUTE, INC. |                |                                       |
| <b>Mailing Address Information For Assignee including Non-Applicant Assignee:</b>                                                                                                                                                                                                                                                                                                                                                                      |                                    |                |                                       |
| Address 1                                                                                                                                                                                                                                                                                                                                                                                                                                              | 450 Brookline Avenue               |                |                                       |
| Address 2                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                    |                |                                       |
| City                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Boston                             | State/Province | MA                                    |
| Country i                                                                                                                                                                                                                                                                                                                                                                                                                                              | US                                 | Postal Code    | 02215                                 |
| Phone Number                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                    | Fax Number     |                                       |
| Email Address                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                    |                |                                       |
| Additional Assignee or Non-Applicant Assignee Data may be generated within this form by selecting the Add button.                                                                                                                                                                                                                                                                                                                                      |                                    |                | <input type="button" value="Add"/>    |

**Signature:**

**NOTE:** This Application Data Sheet must be signed in accordance with 37 CFR 1.33(b). However, if this Application Data Sheet is submitted with the **INITIAL** filing of the application and either box A or B is not checked in subsection 2 of the "Authorization or Opt-Out of Authorization to Permit Access" section, then this form must also be signed in accordance with 37 CFR 1.14(c).

This Application Data Sheet **must** be signed by a patent practitioner if one or more of the applicants is a **juristic entity** (e.g., corporation or association). If the applicant is two or more joint inventors, this form must be signed by a patent practitioner, **all** joint inventors who are the applicant, or one or more joint inventor-applicants who have been given power of attorney (e.g., see USPTO Form PTO/AIA/81) on behalf of **all** joint inventor-applicants.

See 37 CFR 1.4(d) for the manner of making signatures and certifications.

|                                                                                     |                    |           |                     |                                    |
|-------------------------------------------------------------------------------------|--------------------|-----------|---------------------|------------------------------------|
| <b>Signature</b>                                                                    | /Daniel W. Clarke/ |           | Date (YYYY-MM-DD)   | 2022-08-09                         |
| First Name                                                                          | Daniel W.          | Last Name | Clarke, J.D., Ph.D. | Registration Number                |
|                                                                                     |                    |           |                     | 63,993                             |
| Additional Signature may be generated within this form by selecting the Add button. |                    |           |                     | <input type="button" value="Add"/> |

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|                                           |                            |                        |                |
|-------------------------------------------|----------------------------|------------------------|----------------|
| <b>Application Data Sheet 37 CFR 1.76</b> |                            | Attorney Docket Number | 52095-772P01US |
|                                           |                            | Application Number     |                |
| Title of Invention                        | MACROCYCLIC BCL6 DEGRADERS |                        |                |

This collection of information is required by 37 CFR 1.76. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 23 minutes to complete, including gathering, preparing, and submitting the completed application data sheet form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. **SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.**

## Privacy Act Statement

The Privacy Act of 1974 (P.L. 93-579) requires that you be given certain information in connection with your submission of the attached form related to a patent application or patent. Accordingly, pursuant to the requirements of the Act, please be advised that: (1) the general authority for the collection of this information is 35 U.S.C. 2(b)(2); (2) furnishing of the information solicited is voluntary; and (3) the principal purpose for which the information is used by the U.S. Patent and Trademark Office is to process and/or examine your submission related to a patent application or patent. If you do not furnish the requested information, the U.S. Patent and Trademark Office may not be able to process and/or examine your submission, which may result in termination of proceedings or abandonment of the application or expiration of the patent.

The information provided by you in this form will be subject to the following routine uses:

1. The information on this form will be treated confidentially to the extent allowed under the Freedom of Information Act (5 U.S.C. 552) and the Privacy Act (5 U.S.C. 552a). Records from this system of records may be disclosed to the Department of Justice to determine whether the Freedom of Information Act requires disclosure of these records.
2. A record from this system of records may be disclosed, as a routine use, in the course of presenting evidence to a court, magistrate, or administrative tribunal, including disclosures to opposing counsel in the course of settlement negotiations.
3. A record in this system of records may be disclosed, as a routine use, to a Member of Congress submitting a request involving an individual, to whom the record pertains, when the individual has requested assistance from the Member with respect to the subject matter of the record.
4. A record in this system of records may be disclosed, as a routine use, to a contractor of the Agency having need for the information in order to perform a contract. Recipients of information shall be required to comply with the requirements of the Privacy Act of 1974, as amended, pursuant to 5 U.S.C. 552a(m).
5. A record related to an International Application filed under the Patent Cooperation Treaty in this system of records may be disclosed, as a routine use, to the International Bureau of the World Intellectual Property Organization, pursuant to the Patent Cooperation Treaty.
6. A record in this system of records may be disclosed, as a routine use, to another federal agency for purposes of National Security review (35 U.S.C. 181) and for review pursuant to the Atomic Energy Act (42 U.S.C. 218(c)).
7. A record from this system of records may be disclosed, as a routine use, to the Administrator, General Services, or his/her designee, during an inspection of records conducted by GSA as part of that agency's responsibility to recommend improvements in records management practices and programs, under authority of 44 U.S.C. 2904 and 2906. Such disclosure shall be made in accordance with the GSA regulations governing inspection of records for this purpose, and any other relevant (i.e., GSA or Commerce) directive. Such disclosure shall not be used to make determinations about individuals.
8. A record from this system of records may be disclosed, as a routine use, to the public after either publication of the application pursuant to 35 U.S.C. 122(b) or issuance of a patent pursuant to 35 U.S.C. 151. Further, a record may be disclosed, subject to the limitations of 37 CFR 1.14, as a routine use, to the public if the record was filed in an application which became abandoned or in which the proceedings were terminated and which application is referenced by either a published application, an application open to public inspections or an issued patent.
9. A record from this system of records may be disclosed, as a routine use, to a Federal, State, or local law enforcement agency, if the USPTO becomes aware of a violation or potential violation of law or regulation.

## MACROCYCLIC BCL6 DEGRADERS

### BACKGROUND OF THE DISCLOSURE

[0001] As demonstrated by the clinical efficacy of thalidomide analogs for the treatment of hematologic malignancies, small molecule-induced protein degradation has emerged as a powerful therapeutic strategy. Thalidomide analogs, including lenalidomide and pomalidomide, modulate the activity of the Cullin Really Interesting New Gene (RING) ligase 4-cereblon (CRBN) (CRL4<sup>CRBN</sup>) E3 ubiquitin ligase to recruit and ubiquitinate neo-substrates including Ikaros family zinc finger 1 (IKZF1), IKZF3, and casein kinase 1-alpha (CK1 $\alpha$ ), which leads to their proteasomal degradation (Kronke *et al.*, Science 343:301-305 (2014); Lu *et al.*, Science 343:305-309 (2014); Kronke *et al.*, Nature 523:183-188 (2015)). Other small molecules that induce protein degradation include aryl sulfonamides, which promote the destruction of RNA binding motif protein 39 (RBM39) in a CRL4-DNA damage binding protein 1 (DDB1) and CUL4 associated factor 15 (DCAF15) (CRL4<sup>DCAF15</sup>)-dependent manner (Han *et al.*, Science 356:eaal3755 (2017)).

[0002] Other types of small molecules that include hetero-bifunctional degraders (also known as PROTACs) (Toure *et al.*, Angew. Chem. Int. Ed. Engl. 55:1966-1973 (2016)) have been developed for a wide range of targets including kinases (Huang *et al.*, Cell Chem. Biol. 25:88-99 (2018)), nuclear receptors (Bondeson *et al.*, Nat. Chem. Biol. 11:611-617 (2015)), and epigenetic enzymes (Winter *et al.*, Science 348:1376-1381 (2015)). These small molecule degraders engage both the E3 ligase and the target protein substrate, promoting formation of a substrate-drug-ligase ternary complex (Nowak *et al.*, Nat. Chem. Biol. 14:706-714 (2018); Petzold *et al.*, Nature 532:127-130 (2016); Sievers *et al.*, Science 362:aat0572 (2018)).

[0003] While degraders have shown remarkable efficacy and sustained depletion for some target proteins, other proteins have proven recalcitrant to this approach. One such example is the B cell lymphoma 6 (BCL6) protein, for which hetero-bifunctional degraders have shown insufficient target modulation to induce growth inhibition (McCoull *et al.*, ACS Chem. Biol. 13:3131-3141 (2018)).

[0004] *BCL6* was first identified as a locus affected by chromosomal translocations in diffuse large B-cell lymphomas (DLBCL). It is now known to be broadly expressed in many lymphomas. Its role in lymphomagenesis stems from its function in the humoral immune system, where upregulation of BCL6 is required for the formation of germinal centers (GC) during the humoral

Date of Deposit: August 9, 2022

immune response (Ye *et al.*, Nat. Genet. 16:161-170 (1997); Dent *et al.*, Science 276:89-92 (1997)). GCs are transient structures that form in response to antigen stimulation. Within GCs, B cells tolerate massive proliferation and the mutagenic effect of the DNA-editing enzyme AICDA to undergo immunoglobulin affinity maturation (Klein *et al.*, Nat. Rev. Immunol. 8:22-33 (2008)). These activities are orchestrated by and dependent on BCL6, a powerful transcriptional repressor that silences hundreds of genes. Some of these target genes control DNA damage sensing (*i.e.*, *ATR*, *CHEK1*, *TP53*, *ARF*) and proliferation checkpoints (*i.e.*, *CDKN1A*, *CDKN1B*, *CDKN2A*, *CDKN2B*, *PTEN*) (Hatzi *et al.*, Trends Mol. Med. 20:343-352 (2014)). BCL6 also represses genes required for exit from the GC reaction and plasma cell differentiation (*e.g.*, *IRF4*, *PRDMI*). This ensures that GC B cells have sufficient time to acquire somatic hyper-mutation of their immunoglobulin genes. Thus, deregulated suppression of these target genes could result in malignant transformation of B cells.

**[0005]** BCL6 also represses numerous oncogenes in GC B cells, including *MYC*, *BCL2*, *BM11*, and *CCND1* (Ci *et al.*, Blood 113:5536-5548 (2009)). Through this function, BCL6 may mitigate its own pro-oncogenic checkpoint repression effect and thus reduce the potential for malignant transformation of GC B cells. This effect is abrogated in the presence of *BCL2* or *MYC* translocations, which drive expression of these oncogenes through aberrant regulatory elements. The presence of both *MYC* and/or *BCL2* together with BCL6 (regardless of translocations) is clearly deleterious because it provides B cells with simultaneous suppression of checkpoints through BCL6, along with the pro-growth and survival effects of *MYC* and BCL6 (Cardenas *et al.*, Clin. Cancer Res. 23:885-893 (2017)). In the normal immune response, BCL6 function is terminated by the disruption of BCL6 transcriptional complexes through CD40-induced ERK signaling and downregulation of BCL6 mRNA by *IRF4* and *PRDM1* (Polo *et al.*, Blood 112:644-651 (2008)). Termination of BCL6 function is required for B cells to exit the GC reaction.

**[0006]** BCL6 is a promising drug target for non-Hodgkin lymphomas such as diffuse large B cell lymphoma (DLBCL) (Cerchietti *et al.*, Cancer Cell 17:400-411 (2010); Cardenas *et al.*, J. Clin. Invest. 126:3351-3362 (2016)) and follicular lymphoma (Bosga-Bouwer *et al.*, Genes Chromosomes Cancer 44:301-304 (2005)). Pathologically increased BCL6 expression, as a result of somatic BCL6 translocation, exonic mutation, promoter mutation, or mutations in regulatory pathways, is a common driver of B cell malignancies (Hatzi *et al.*, Trends Mol. Med. 20:343-352 (2014)). In genetically engineered mice, overexpression of BCL6 is sufficient to drive lymphoma

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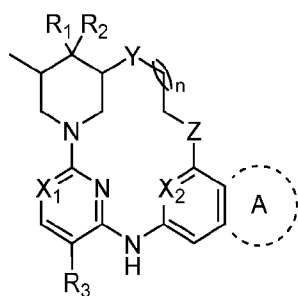
development (Cattoretti *et al.*, *Cancer Cell* 7:445-455 (2005)). BCL6 acts as a master transcriptional repressor enabling rapid expression of germinal center (GC) B cells and tolerance to genomic instability caused by hypermutation of the immunoglobulin genes and class switch recombination (Hatzi *et al.*, *Trends Mol. Med.* 20:343-352 (2014)). BCL6 represses a broad range of genes involved in the DNA damage response (Ranuncolo *et al.*, *Blood Cells Mol. Dis.* 41:95-99 (2008)), cell cycle checkpoints (Tunyaplin *et al.*, *J. Immunol.* 173:1158-1165 (2004)), and differentiation (Phan *et al.*, *Nat. Immunol.* 6:1054-1060 (2005)). As expected, knock-out of BCL6 in lymphoma cells results in tumor stasis (Schlager *et al.*, *Oncotarget* 11:875-890 (2020)). Several peptide and small molecule inhibitors targeting BCL6 have shown efficacy *in vivo*, but only at high concentrations, which has limited their translation into clinical therapeutic agents (Cerchietti *et al.*, *Cancer Cell* 17:400-411 (2010); Cardenas *et al.*, *J. Clin. Invest.* 126:3351-3362 (2016)).

**[0007]** Broad complex/Tramtrack/Bric-a-brac (BTB) proteins are a diverse family of proteins that are characterized by the presence of a common protein-protein interaction domain, known as the BTB domain. BTB proteins have diverse functions ranging from transcriptional regulation and chromatin remodeling to protein degradation and cytoskeletal regulation. Specificity of function is determined in part by additional domains present in a given BTB protein, as well as by interaction partners. Studies of BTB proteins in *Drosophila* and mammalian systems have revealed the importance of these proteins in multiple developmental contexts, as well as in cancer and neurological and musculoskeletal diseases. BTB proteins play critical roles in transcriptional regulation and chromatin remodeling (Chaharbakhshi *et al.*, *Genesis* 54:505-518 (2016)).

**[0008]** The BTB domain mediates various functions of BCL6, such as homodimerization and interaction with co-repressor proteins (Ghetu *et al.*, *Mol. Cell* 29:384-391 (2008); Ahmad *et al.*, *Mol. Cell* 12:1551-1564 (2003)). Techniques that disrupt the protein-protein interaction between the BTB domain of BCL6 and its co-repressors may be useful to combat BCL6-related diseases.

#### SUMMARY OF DISCLOSURE

**[0009]** A first aspect of the present disclosure is directed to a compound having a structure represented by formula (I):



(I), or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

X<sub>1</sub> is N, CH, CCl, CF, or CCN;

X<sub>2</sub> is N or CR<sub>4</sub>;

R<sub>4</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, OH, NH<sub>2</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, NO<sub>2</sub>, CN, NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, or N(C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>;

R<sub>1</sub> is H, OH, or halo;

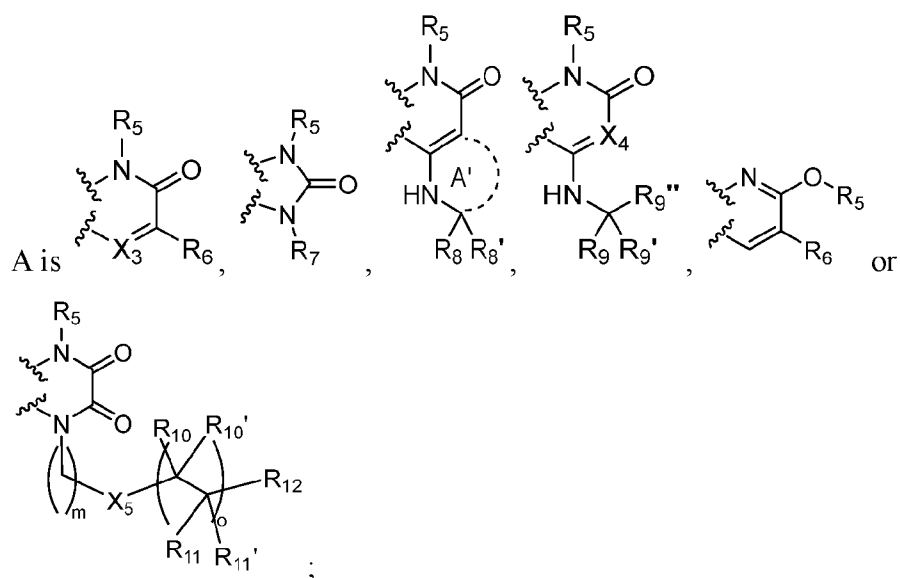
R<sub>2</sub> is H, OH, or halo;

R<sub>3</sub> is halo or CN;

Y is CH<sub>2</sub>, NH, or O;

Z is CH<sub>2</sub>, NH, S, or O;

n is 0, 1, or 2;



X<sub>3</sub> is CH or N;

R<sub>5</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>) hydroxyalkyl, (C<sub>1</sub>-C<sub>6</sub>) aminoalkyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)carbocyclyl, or (C<sub>3</sub>-C<sub>7</sub>)carbocyclyl-4- to 7-

membered heterocyclyl; wherein said alkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different  $R_{13}$  groups, wherein  $R_{13}$  is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, or

$R_5$  is -L-Y<sub>1</sub>-Z<sub>1</sub>, wherein

L is absent or (C<sub>1</sub>-C<sub>5</sub>)alkylene optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl and oxo;

Y<sub>1</sub> is absent, O, S, S(O), S(O)<sub>2</sub>, NR', C(O), C(O)O, OC(O), C(O)N(R'), N(R')C(O), N(R')C(O)N(R'), N(R')C(O)O, OC(O)N(R'), S(O)<sub>2</sub>N(R'), or N(R')S(O)<sub>2</sub>;

each R' is independently H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

Z<sub>1</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl, or 3- to 10-membered heterocyclyl, wherein Z<sub>1</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, NH<sub>2</sub>, (C<sub>1</sub>-C<sub>4</sub>)aminoalkyl, CN, OH, carboxy, carbamoyl, sulphamoyl, mercapto, ureido, NR<sup>r</sup>R<sup>s</sup>, OR<sup>r</sup>, C(O)R<sup>r</sup>, C(O)OR<sup>r</sup>, OC(O)R<sup>r</sup>, C(O)NR<sup>r</sup>R<sup>s</sup>, N(R<sup>r</sup>)C(O)R<sup>r</sup>, S(O)<sub>0-2</sub>R<sup>r</sup>, S(O)<sub>2</sub>NR<sup>r</sup>R<sup>s</sup>, N(R<sup>r</sup>)SO<sub>2</sub>R<sup>r</sup>, Si(R<sup>r</sup>)(R<sup>s</sup>)R<sup>t</sup> and (CH<sub>2</sub>)<sub>1-3</sub>NR<sup>r</sup>R<sup>s</sup>; wherein R<sup>r</sup>, R<sup>s</sup>, and R<sup>t</sup> are each independently H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, or (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or R<sup>r</sup> and R<sup>s</sup> together with the nitrogen atom to which they are attached form a 4- to 9-membered heterocyclyl which is optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

$R_6$  is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, or -CH=CH-R<sub>16</sub>, wherein

L<sub>1</sub> is absent, O, S, (C<sub>1</sub>-C<sub>4</sub>)alkylene, -O-(C<sub>1</sub>-C<sub>4</sub>)alkylene, or -S-(C<sub>1</sub>-C<sub>4</sub>)alkylene;

R<sub>14</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

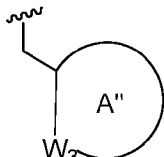
R<sub>15</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl, or

R<sub>14</sub> and R<sub>15</sub> together with the carbon atom to which they are attached form a (C<sub>3</sub>-C<sub>5</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, or C=O;

R<sub>16</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, -NR<sub>17</sub>R<sub>18</sub>, -OR<sub>17</sub>, -C(O)R<sub>17</sub>, -C(O)OR<sub>17</sub>, -N(R<sub>18</sub>)C(O)R<sub>17</sub>, -C(O)NR<sub>17</sub>R<sub>18</sub>, -S(O)-(C<sub>1</sub>-C<sub>6</sub>)alkyl, -S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)alkyl, -P(O)-(C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, -C(NH)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-NR<sub>18</sub>C(O)R<sub>17</sub>, or 4- to 7-membered heterocyclyl, wherein

R<sub>17</sub> is H, 3- to 6-membered heterocyclyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted by one or more, identical or different groups selected from OH, Cl, F, CF<sub>3</sub>, N(C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 3- to 6-membered heterocyclyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, and (C<sub>2</sub>-C<sub>4</sub>)alkynyl;

R<sub>18</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sub>7</sub> is H, methyl,  $-(CH_2)_{1-3}W_1W_2$ , or , wherein

W<sub>1</sub> is CR<sub>19</sub>R<sub>19'</sub> or C(O);

R<sub>19</sub> and R<sub>19'</sub> are independently H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, F, OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, or N(C<sub>1</sub>-C<sub>2</sub> alkyl)<sub>2</sub>, or

R<sub>19</sub> and R<sub>19'</sub> together with the carbon atom to which they are attached form C(O), (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 3- to 6-membered heterocyclyl, which is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

W<sub>2</sub> is CN, OH, 5- or 6-membered heteroaryl, phenyl, C(O)-(C<sub>1</sub>-C<sub>2</sub>)alkyl, S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>2</sub>)alkyl, C(O)OCH<sub>3</sub>, C(O)NHCH<sub>3</sub>, CR<sub>20</sub>R<sub>21</sub>R<sub>22</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, or N(C<sub>1</sub>-C<sub>2</sub> alkyl)<sub>2</sub>, wherein

R<sub>20</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, F, Cl, Br, OH, NH<sub>2</sub>, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, or (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy;

R<sub>21</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, F, Cl, Br, OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, or -Y<sub>2</sub>-L<sub>2</sub>-Z<sub>2</sub>, wherein

Y<sub>2</sub> is absent, O, S, S(O), S(O)<sub>2</sub>, NR', C(O), C(O)O, OC(O), C(O)N(R'), N(R')C(O), S(O)<sub>2</sub>N(R'), or N(R')SO<sub>2</sub>;

L<sub>2</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene;

Z<sub>2</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>2</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, CN, OH, C(O)R', C(O)OR', OC(O)R', C(O)NR'R', and N(R')C(O)R', wherein each R' is independently H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

or R<sub>20</sub> and R<sub>21</sub> together with the carbon atom to which they are attached form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 3- to 6-membered heterocyclyl, optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

R<sub>22</sub> is (C<sub>1</sub>-C<sub>2</sub>)alkyl, -C(O)OR'', OR'', -C(O)NR'', NR''R'', phenyl, or 5-membered heteroaryl, wherein each R'' is independently H or (C<sub>1</sub>-C<sub>2</sub>)alkyl;

A'' is (C<sub>4</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl, optionally substituted with one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, OH, oxo, CN, and (C<sub>1</sub>-C<sub>2</sub>)alkoxy;

W<sub>3</sub> is NR<sub>23</sub> or CR<sub>24</sub>R<sub>24'</sub>, wherein

R<sub>23</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)hydroxyalkyl, -C(O)CH<sub>3</sub>, or -C(O)O-(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sub>24</sub> and R<sub>24'</sub> are independently H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, F, Cl, Br, OH, NH<sub>2</sub>, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, -C(O)OR'', NR''R'', phenyl, or 5-membered heteroaryl;

R<sub>8</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or CN, wherein said alkyl or cycloalkyl is optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, OH, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, N((C<sub>1</sub>-C<sub>2</sub>)alkyl)<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)aminoalkyl, and halo;

R<sub>8'</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or -Y<sub>3</sub>-L<sub>3</sub>-Z<sub>3</sub>, wherein

Y<sub>3</sub> is absent, C(O)O, or C(O)N(R'');

L<sub>3</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene;

Z<sub>3</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>3</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, NO<sub>2</sub>, CN, and OH, or

R<sub>8</sub> and R<sub>8'</sub>, together with the carbon atom to which they are attached, form a (C<sub>4</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl;

A' is a 6- or 7-membered heterocyclyl, which in addition to R<sub>8</sub> and R<sub>8'</sub>, is optionally further substituted by one more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, spiro-cyclopropyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, CN, and OH;

X<sub>4</sub> is CR<sub>25</sub> or N, wherein

R<sub>25</sub> is H, F, Cl, or methyl;

R<sub>9</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, (C<sub>3</sub>-C<sub>4</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, CN, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, or (C<sub>2</sub>-C<sub>4</sub>)alkynyl;

R<sub>9</sub>' is (C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or -Y<sub>4</sub>-L<sub>4</sub>-Z<sub>4</sub>, wherein

Y<sub>4</sub> is absent, C(O), C(O)O, OC(O), C(O)N(R''), or S(O)<sub>2</sub>N(R'');

L<sub>4</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl and oxo;

Z<sub>4</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkenyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>4</sub> is optionally substituted by one or more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, OH, C(O)R<sup>u</sup>, C(O)OR<sup>u</sup>, OC(O)R<sup>u</sup>, C(O)NR<sup>u</sup>R<sup>u</sup>, and N(R<sup>u</sup>)C(O)R<sup>u</sup>, wherein each R<sup>u</sup> is independently H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or

Z<sub>4</sub> is -Q-L<sub>5</sub>-W<sub>4</sub>, wherein

Q is absent, O, NH, or N(C<sub>1</sub>-C<sub>2</sub>)alkyl;

L<sub>5</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene optionally substituted by one or more substituents selected from oxo and (C<sub>1</sub>-C<sub>2</sub>)alkyl;

W<sub>4</sub> is (C<sub>1</sub>-C<sub>4</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkenyl, or 5- or 6-membered heterocyclyl, wherein W<sub>4</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH; or

R<sub>9</sub> and R<sub>9</sub>', together with the carbon atom to which they are attached, for a (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl or a 4- to 10-membered heterocyclyl, which is optionally substituted by one or more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH; or the (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl or 4- to 10-membered heterocyclyl is optionally fused to a 5- or 6-membered heteroaryl or phenyl ring, and the 5- or 6-membered heteroaryl or phenyl ring is optionally substituted by (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH;

R<sub>9</sub>' is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, CN, NO<sub>2</sub>, acetylenyl, phenyl, or 5- or 6-membered heteroaryl, wherein said alkyl, phenyl, or heteroaryl is optionally substituted by one or more substituents independently selected from halo, OH, and NH<sub>2</sub>;

X<sub>5</sub> is absent, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl(C=O), or SO<sub>2</sub>;

R<sub>10</sub> and R<sub>10</sub>' are each independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)hydroxyalkyl, (C<sub>1</sub>-C<sub>3</sub>)aminoalkyl, or

R<sub>10</sub> and R<sub>10</sub>', together with the same carbon atom to which they are attached, form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl, wherein said alkyl, hydroxyalkyl, aminoalkyl, carbocyclyl, or heterocyclyl is optionally substituted by one or more, identical or different R<sub>10a</sub> groups, wherein R<sub>10a</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 6-membered heterocyclyl, or

R<sub>10</sub>' and R<sub>11</sub>', together with the carbon atoms to which they are attached, form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl;

R<sub>11</sub> and R<sub>11</sub>' are each independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)hydroxyalkyl, (C<sub>1</sub>-C<sub>3</sub>)aminoalkyl, or

R<sub>11</sub> and R<sub>11</sub>', together with the same carbon atom to which they are attached, form C=O, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, wherein said carbocyclyl or heterocyclyl is optionally substituted by one or more, identical or different R<sub>11a</sub> groups, wherein each R<sub>11a</sub> is independently (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, or wherein two R<sub>11a</sub> groups, together with the same carbon atom to which they are attached, form C=O;

R<sub>12</sub> is H, OH, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)hydroxyalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)aminoalkyl, NH-(C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, NH-4- to 6-membered heterocyclyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl-4- to 6-membered heterocyclyl, wherein said alkyl, hydroxyalkyl, aminoalkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different R<sub>12a</sub> groups, wherein each R<sub>12a</sub> is independently (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl;

m is 0, 1, or 2; and

o is 0 or 1.

**[0010]** Another aspect of the present disclosure is directed to a pharmaceutical composition that includes a therapeutically effective amount of a compound of formula (I) or a pharmaceutically acceptable salt or stereoisomer thereof, and a pharmaceutically acceptable carrier.

**[0011]** A further aspect of the present disclosure is directed to a method of treating a disease or disorder that involves aberrant BCL6 activity that entails administering to a subject in need thereof a therapeutically effective amount of a compound of formula (I) or a pharmaceutically acceptable salt or stereoisomer thereof. In some embodiments, the disease or disorder is cancer. In some embodiments, the disease or disorder is an inflammatory disease.

**[0012]** In some embodiments, the cancer is a lymphoid malignancy. In some embodiments, the lymphoid malignancy is peripheral T-cell lymphoma (PTCL), diffuse large B-cell lymphoma (DLBCL), mantle cell lymphoma (MCL), follicular lymphoma (FL), chronic lymphocytic leukemia (CLL), acute lymphoblastic leukemia/lymphoma (ALL), cutaneous T-cell lymphoma, chronic myeloid leukemia, or B-cell non-Hodgkin's lymphoma.

#### **DETAILED DESCRIPTION**

**[0013]** Unless defined otherwise, all technical and scientific terms used herein have the same meaning as is commonly understood by one of skill in the art to which the subject matter herein belongs. As used in the specification and the appended claims, unless specified to the contrary, the following terms have the meaning indicated in order to facilitate the understanding of the present disclosure.

**[0014]** As used in the description and the appended claims, the singular forms “a”, “an”, and “the” include plural referents unless the context clearly dictates otherwise. Therefore, for example, reference to “a composition” includes mixtures of two or more such compositions, reference to “an inhibitor” includes mixtures of two or more such inhibitors, and the like.

**[0015]** Unless stated otherwise, the term “about” means within 10% (*e.g.*, within 5%, 2%, or 1%) of the particular value modified by the term “about.”

**[0016]** The transitional term “comprising,” which is synonymous with “including,” “containing,” or “characterized by,” is inclusive or open-ended and does not exclude additional, unrecited elements or method steps. When used in the context of the number of heteroatoms in a heterocyclic structure, it means that the heterocyclic group that that minimum number of

heteroatoms. By contrast, the transitional phrase "consisting of" excludes any element, step, or ingredient not specified in the claim. The transitional phrase "consisting essentially of" limits the scope of a claim to the specified materials or steps "and those that do not materially affect the basic and novel characteristic(s)" of the disclosure.

**[0017]** With respect to compounds of the present disclosure, and to the extent the following terms are used herein to further describe them, the following definitions apply.

**[0018]** As used herein, the term "alkyl" refers to a saturated linear or branched-chain monovalent hydrocarbon radical. In some embodiments, the alkyl radical is a C<sub>1</sub>-C<sub>6</sub> group. In some embodiments, and to the extent not disclosed otherwise for any one or more groups of the compounds of formula (I), the alkyl radical is a C<sub>0</sub>-C<sub>6</sub>, C<sub>0</sub>-C<sub>5</sub>, C<sub>0</sub>-C<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub>, C<sub>1</sub>-C<sub>5</sub>, C<sub>1</sub>-C<sub>4</sub> or C<sub>1</sub>-C<sub>3</sub> group (wherein C<sub>0</sub> alkyl refers to a bond). Examples of alkyl groups include methyl, ethyl, 1-propyl, 2-propyl, i-propyl, 1-butyl, 2-methyl-1-propyl, 2-butyl, 2-methyl-2-propyl, 1-pentyl, n-pentyl, 2-pentyl, 3-pentyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 3-methyl-1-butyl, 2-methyl-1-butyl, 1-hexyl, 2-hexyl, 3-hexyl, 2-methyl-2-pentyl, 3-methyl-2-pentyl, 4-methyl-2-pentyl, 3-methyl-3-pentyl, 2-methyl-3-pentyl, 2,3-dimethyl-2-butyl, and 3,3-dimethyl-2-butyl. In some embodiments, an alkyl group is a C<sub>1</sub>-C<sub>3</sub> alkyl group. In some embodiments, an alkyl group is a C<sub>1</sub>-C<sub>2</sub> alkyl group. In some embodiments, an alkyl group is a methyl group.

**[0019]** As used herein, the term "alkylene" refers to a straight or branched divalent hydrocarbon chain linking the rest of the molecule to a radical group, consisting solely of carbon and hydrogen, containing no unsaturation and having from one to six carbon atoms, for example, methylene, ethylene, propylene, n-butylene, and the like. The alkylene chain may be attached to the rest of the molecule through a single bond and to the radical group through a single bond. In some embodiments, , and to the extent not disclosed otherwise for any one or more groups of the compounds of formula (I), an alkylene group contains one to four carbon atoms (C<sub>1</sub>-C<sub>4</sub> alkylene). In other embodiments, an alkylene contains one to three carbon atoms (C<sub>1</sub>-C<sub>3</sub> alkylene). In other embodiments, an alkylene group contains one to two carbon atoms (C<sub>1</sub>-C<sub>2</sub> alkylene). In other embodiments, an alkylene group contains one carbon atom (C<sub>1</sub> alkylene).

**[0020]** As used herein, the term "alkenyl" refers to a linear or branched-chain monovalent hydrocarbon radical with at least one carbon-carbon double bond. An alkenyl includes radicals having "cis" and "trans" orientations, or alternatively, "E" and "Z" orientations. In some embodiments, the alkenyl radical is a C<sub>2</sub>-C<sub>15</sub> group. In some embodiments, and to the extent not

disclosed otherwise for any one or more groups of the compounds of formula (I), the alkenyl radical is a C<sub>2</sub>-C<sub>12</sub>, C<sub>2</sub>-C<sub>10</sub>, C<sub>2</sub>-C<sub>8</sub>, C<sub>2</sub>-C<sub>6</sub> or C<sub>2</sub>-C<sub>3</sub> group. Examples include ethenyl or vinyl, prop-1-enyl, prop-2-enyl, 2-methylprop-1-enyl, but-1-enyl, but-2-enyl, but-3-enyl, buta-1,3-dienyl, 2-methylbuta-1,3-diene, hex-1-enyl, hex-2-enyl, hex-3-enyl, hex-4-enyl and hexa-1,3-dienyl.

**[0021]** As used herein, the term "alkynyl" refers to a linear or branched monovalent hydrocarbon radical with at least one carbon-carbon triple bond. In some embodiments, the alkynyl radical is a C<sub>2</sub>-C<sub>15</sub> group. In some embodiments, and to the extent not disclosed otherwise for any one or more groups of the compounds of formula (I), the alkynyl radical is C<sub>2</sub>-C<sub>12</sub>, C<sub>2</sub>-C<sub>10</sub>, C<sub>2</sub>-C<sub>8</sub>, C<sub>2</sub>-C<sub>6</sub> or C<sub>2</sub>-C<sub>3</sub>. Examples include ethynyl prop-1-ynyl, prop-2-ynyl, but-1-ynyl, but-2-ynyl and but-3-ynyl.

**[0022]** The terms "alkoxyl" or "alkoxy" as used herein refer to an alkyl group, as defined above, having an oxygen radical attached thereto, and which is the point of attachment. In some embodiments, the alkoxyl group is methoxy, ethoxy, propyloxy, or tert-butoxy. An "ether" is two hydrocarbyl groups covalently linked by an oxygen. Accordingly, the substituent of an alkyl that renders that alkyl an ether is or resembles an alkoxyl, such as can be represented by one of -O-alkyl, -O-alkenyl, and -O-alkynyl.

**[0023]** As used herein, the term "halogen" (or "halo" or "halide") refers to fluorine, chlorine, bromine, or iodine.

**[0024]** As used herein, the term "cyclic group" broadly refers to any group that used alone or as part of a larger moiety, contains a saturated, partially saturated or aromatic ring system *e.g.*, carbocyclic (cycloalkyl, cycloalkenyl), heterocyclic (heterocycloalkyl, heterocycloalkenyl), aryl and heteroaryl groups. Cyclic groups may have one or more (*e.g.*, fused) ring systems. Therefore, for example, a cyclic group can contain one or more carbocyclic, heterocyclic, aryl or heteroaryl groups.

**[0025]** As used herein, the term "carbocyclic" (also "carbocyclyl") refers to a group that used alone or as part of a larger moiety, contains a saturated, partially unsaturated, or aromatic ring system having 3 to 12 carbon atoms, that is alone or part of a larger moiety (*e.g.*, an alkcarbocyclic group). The term carbocyclyl includes mono-, bi-, tri-, fused, bridged, and spiro-ring systems, and combinations thereof. In one embodiment, carbocyclyl includes 3 to 10 carbon atoms (C<sub>3</sub>-C<sub>10</sub>). In one embodiment, carbocyclyl includes 3 to 6 carbon atoms (C<sub>3</sub>-C<sub>6</sub>). In one embodiment, carbocyclyl includes 5 to 6 carbon atoms (C<sub>5</sub>-C<sub>6</sub>). In some embodiments, carbocyclyl, as a bicycle, includes C<sub>6</sub>-C<sub>10</sub>. In another embodiment, carbocyclyl, as a spiro system, includes C<sub>5</sub>-C<sub>11</sub>.

Representative examples of monocyclic carbocyclyls include cyclopropyl, cyclobutyl, cyclopentyl, 1-cyclopent-1-enyl, 1-cyclopent-2-enyl, 1-cyclopent-3-enyl, cyclohexyl, 1-cyclohex-1-enyl, 1-cyclohex-2-enyl, 1-cyclohex-3-enyl, cyclohexadienyl, cycloheptyl, cyclooctyl, cyclononyl, cyclodecyl, cycloundecyl, and phenyl; bicyclic carbocyclyls having 7 to 11 ring atoms include [4,3], [4,4], [4,5], [5,5], [5,6] or [6,6] ring systems, such as for example bicyclo[2.2.1]heptane, bicyclo[2.2.2]octane, naphthalene, and bicyclo[3.2.2]nonane. Representative examples of spiro carbocyclyls include spiro[2.2]pentane, spiro[2.3]hexane, spiro[2.4]heptane, spiro[2.5]octane and spiro[4.5]decane. The term carbocyclyl includes aryl ring systems as defined herein. The term carbocycyl also includes cycloalkyl rings (*e.g.*, saturated or partially unsaturated mono-, bi-, or spiro-carbocycles). The term carbocyclic group also includes a carbocyclic ring fused to one or more (*e.g.*, 1, 2 or 3) different cyclic groups (*e.g.*, aryl or heterocyclic rings), where the radical or point of attachment is on the carbocyclic ring.

**[0026]** Therefore, the term carbocyclic also embraces carbocyclylalkyl groups which as used herein refer to a group of the formula --R<sup>c</sup>-carbocyclyl where R<sup>c</sup> is an alkylene chain. The term carbocyclic also embraces carbocyclylalkoxy groups which as used herein refer to a group bonded through an oxygen atom of the formula --O--R<sup>c</sup>-carbocyclyl where R<sup>c</sup> is an alkylene chain.

**[0027]** As used herein, the term "aryl" used alone or as part of a larger moiety (*e.g.*, "aralkyl", wherein the terminal carbon atom on the alkyl group is the point of attachment, *e.g.*, a benzyl group), "aralkoxy" wherein the oxygen atom is the point of attachment, or "aroxyalkyl" wherein the point of attachment is on the aryl group) refers to a group that includes monocyclic, bicyclic or tricyclic, carbon ring system, that includes fused rings, wherein at least one ring in the system is aromatic. In some embodiments, the aralkoxy group is a benzoxy group. The term "aryl" may be used interchangeably with the term "aryl ring". In one embodiment, aryl includes groups having 6-12 carbon atoms. In another embodiment, aryl includes groups having 6-10 carbon atoms. Examples of aryl groups include phenyl, naphthyl, biphenyl, 1,2,3,4-tetrahydronaphthalenyl, and the like, which may be substituted or independently substituted by one or more substituents described herein. A particular aryl is phenyl. In some embodiments, an aryl group includes an aryl ring fused to one or more (*e.g.*, 1, 2 or 3) different cyclic groups (*e.g.*, carbocyclic rings or heterocyclic rings), where the radical or point of attachment is on the aryl ring.

**[0028]** Therefore, the term aryl embraces aralkyl groups (*e.g.*, benzyl) which as disclosed above refer to a group of the formula --R<sup>c</sup>-aryl where R<sup>c</sup> is an alkylene chain such as methylene or

ethylene. In some embodiments, the aralkyl group is an optionally substituted benzyl group. The term aryl also embraces aralkoxy groups which as used herein refer to a group bonded through an oxygen atom of the formula --O--R<sup>c</sup>--aryl where R<sup>c</sup> is an alkylene chain such as methylene or ethylene.

**[0029]** As used herein, the term "heterocyclyl" refers to a "carbocyclyl" that used alone or as part of a larger moiety, contains a saturated, partially unsaturated or aromatic ring system, wherein one or more (*e.g.*, 1, 2, 3, 4, or 5) carbon atoms have been replaced with a heteroatom or heteroatom-containing group (*e.g.*, O, N, N(O), S, S(O), or S(O)<sub>2</sub>). The term heterocyclyl includes mono-, bi-, tri-, fused, bridged, and spiro-ring systems, and combinations thereof. In some embodiments, a heterocyclyl refers to a 3- to 12-membered heterocyclyl ring system. In some embodiments, a heterocyclyl refers to a saturated ring system, such as a 3- to 12-membered saturated heterocyclyl ring system. In some embodiments, a heterocyclyl refers to a heteroaryl ring system, such as a 5- to 12-membered heteroaryl ring system. The term heterocyclyl also includes C<sub>2</sub>-C<sub>8</sub> heterocycloalkyl, which is a saturated or partially unsaturated mono-, bi-, or spiro-ring system containing 2-8 carbons and one or more (*e.g.*, 1, 2, or 3) heteroatoms.

**[0030]** In some embodiments, a heterocyclyl group includes 3-12 ring atoms and includes monocycles, bicycles, tricycles and spiro ring systems, wherein the ring atoms are carbon, and one to 5 ring atoms is a heteroatom such as nitrogen, sulfur or oxygen. In some embodiments, heterocyclyl includes 3- to 7-membered monocycles having one or more heteroatoms selected from O, N, and S. In some embodiments, heterocyclyl includes 4- to 6-membered monocycles having one or more heteroatoms selected from O, N, and S. In some embodiments, heterocyclyl includes 3-membered monocycles. In some embodiments, heterocyclyl includes 4-membered monocycles. In some embodiments, heterocyclyl includes 5- to 6-membered monocycles. In some embodiments, the heterocyclyl group includes 0 to 3 double bonds. In any of the foregoing embodiments, heterocyclyl includes 1, 2, 3 or 4 heteroatoms. Any nitrogen or sulfur heteroatom may optionally be oxidized (*e.g.*, NO, SO, SO<sub>2</sub>), and any nitrogen heteroatom may optionally be substituted (*e.g.*, methyl, isopropyl) and/or quaternized (*e.g.*, [NR<sub>4</sub>]<sup>+</sup>Cl<sup>-</sup>, [NR<sub>4</sub>]<sup>+</sup>OH<sup>-</sup>). Representative examples of heterocyclyls include oxiranyl, aziridinyl, thiiranyl, azetidiny, oxetanyl, thietanyl, 1,2-dithietanyl, 1,3-dithietanyl, pyrrolidinyl, dihydro-1H-pyrrolyl, dihydrofuranyl, tetrahydropyranyl, dihydrothienyl, tetrahydrothienyl, imidazolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, 1,1-dioxo-thiomorpholinyl, dihydropyranyl,

tetrahydropyranyl, hexahydrothiopyranyl, hexahydropyrimidinyl, oxazinanyl, thiazinanyl, thioxanyl, homopiperazinyl, homopiperidinyl, azepanyl, oxepanyl, thiepanyl, oxazepinyl, oxazepanyl, diazepanyl, 1,4-diazepanyl, diazepinyl, thiazepinyl, thiazepanyl, tetrahydrothiopyranyl, oxazolidinyl, thiazolidinyl, isothiazolidinyl, 1,1-dioxoisothiazolidinonyl, oxazolidinonyl, imidazolidinonyl, 4,5,6,7-tetrahydro[2H]indazolyl, tetrahydrobenzoimidazolyl, 4,5,6,7-tetrahydrobenzo[d]imidazolyl, 1,6-dihydroimidazol[4,5-d]pyrrolo[2,3-b]pyridinyl, thiazinyl, thiophenyl, oxazinyl, thiadiazinyl, oxadiazinyl, dithiazinyl, dioxazinyl, oxathiazinyl, thiatriazinyl, oxatriazinyl, dithiadiazinyl, imidazolinyl, dihydropyrimidyl, tetrahydropyrimidyl, 1-pyrrolinyl, 2-pyrrolinyl, 3-pyrrolinyl, indolinyl, thiapyranyl, 2H-pyranyl, 4H-pyranyl, dioxanyl, 1,3-dioxolanyl, pyrazolinyl, pyrazolidinyl, dithianyl, dithiolanyl, pyrimidinonyl, pyrimidindionyl, pyrimidin-2,4-dionyl, piperazinonyl, piperazindionyl, pyrazolidinylimidazolinyl, 3-azabicyclo[3.1.0]hexanyl, 3,6-diazabicyclo[3.1.1]heptanyl, 6-azabicyclo[3.1.1]heptanyl, 3-azabicyclo[3.1.1]heptanyl, 3-azabicyclo[4.1.0]heptanyl, azabicyclo[2.2.2]hexanyl, 2-azabicyclo[3.2.1]octanyl, 8-azabicyclo[3.2.1]octanyl, 2-azabicyclo[2.2.2]octanyl, 8-azabicyclo[2.2.2]octanyl, 7-oxabicyclo[2.2.1]heptane, azaspiro[3.5]nonanyl, azaspiro[2.5]octanyl, azaspiro[4.5]decanyl, 1-azaspiro[4.5]decan-2-only, azaspiro[5.5]undecanyl, tetrahydroindolyl, octahydroindolyl, tetrahydroisindolyl, tetrahydroindazolyl, 1,1-dioxohexahydrothiopyranyl. Examples of 5-membered heterocyclyls containing a sulfur or oxygen atom and one to three nitrogen atoms are thiazolyl (*e.g.*, thiazol-2-yl), thiadiazolyl (*e.g.*, 1,3,4-thiadiazol-5-yl and 1,2,4-thiadiazol-5-yl), oxazolyl (*e.g.*, oxazol-2-yl), and oxadiazolyl (*e.g.*, 1,3,4-oxadiazol-5-yl and 1,2,4-oxadiazol-5-yl). Example of 5-membered heterocyclyls containing 2 to 4 nitrogen atoms include imidazolyl (*e.g.*, imidazol-2-yl), triazolyl (*e.g.*, 1,3,4-triazol-5-yl, 1,2,3-triazol-5-yl, and 1,2,4-triazol-5-yl), and tetrazolyl (*e.g.*, 1H-tetrazol-5-yl). Representative examples of benzo-fused 5-membered heterocyclyls include benzoxazol-2-yl, benzthiazol-2-yl and benzimidazol-2-yl. Example of 6-membered heterocyclyls containing one to three nitrogen atoms and optionally a sulfur or oxygen atom are pyridyl (*e.g.*, pyrid-2-yl, pyrid-3-yl, and pyrid-4-yl), pyrimidyl (*e.g.*, pyrimid-2-yl and pyrimid-4-yl), triazinyl (*e.g.*, 1,3,4-triazin-2-yl and 1,3,5-triazin-4-yl), pyridazinyl (*e.g.*, pyridazin-3-yl), and pyrazinyl. In some embodiments, a heterocyclic group includes a heterocyclic ring fused to one or more (*e.g.*, 1 or 2) different cyclic groups (*e.g.*, carbocyclic rings or heterocyclic rings), where the radical or point of attachment is

on the heterocyclic ring, and in some embodiments wherein the point of attachment is a heteroatom contained in the heterocyclic ring.

**[0031]** Therefore, the term heterocyclic embraces N-heterocyclyl groups which as used herein refer to a heterocyclyl group containing at least one nitrogen atom and where the point of attachment of the heterocyclyl group to the rest of the molecule is through a nitrogen atom in the heterocyclyl group. Representative examples of N-heterocyclyl groups include 1-morpholinyl, 1-piperidinyl, 1-piperazinyl, 1-pyrrolidinyl, 1-pyrazolidinyl, 1-imidazolyl and 1-imidazolidinyl. The term heterocyclic also embraces C-heterocyclyl groups which as used herein refer to a heterocyclyl group containing at least one heteroatom and where the point of attachment of the heterocyclyl group to the rest of the molecule is through a carbon atom in the heterocyclyl group. Representative examples of C-heterocyclyl radicals include 2- or 3-morpholinyl, 2- or 3- or 4-piperidinyl, 2-piperazinyl, and 2- or 3-pyrrolidinyl. The term heterocyclic also embraces heterocyclylalkyl groups which as disclosed above refer to a group of the formula  $--R^c\text{-heterocyclyl}$  where  $R^c$  is an alkylene chain. The term heterocyclic also embraces heterocyclylalkoxy groups which as used herein refer to a radical bonded through an oxygen atom of the formula  $--O\text{-}R^c\text{-heterocyclyl}$  where  $R^c$  is an alkylene chain.

**[0032]** As used herein, the term "heteroaryl" used alone or as part of a larger moiety (*e.g.*, "heteroarylalkyl" (also "heteroaralkyl"), or "heteroarylalkoxy" (also "heteroaralkoxy")) refers to a monocyclic, bicyclic or tricyclic ring system having 5 to 12 ring atoms, wherein at least one ring is aromatic and contains at least one heteroatom. In one embodiment, heteroaryl includes 5- to 6- membered monocyclic aromatic groups where one or more ring atoms is O, N, or S. Representative examples of heteroaryl groups include thienyl, furyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, triazolyl, thiadiazolyl, oxadiazolyl, tetrazolyl, thiatriazolyl, oxatriazolyl, pyridyl, pyrimidyl, imidazopyridyl, pyrazinyl, pyridazinyl, triazinyl, tetrazinyl, tetrazolo[1,5-b]pyridazinyl, purinyl, deazapurinyl, benzoxazolyl, benzofuryl, benzothiazolyl, benzothiadiazolyl, benzotriazolyl, benzoimidazolyl, indolyl, 1,3-thiazol-2-yl, 1,3,4-triazol-5-yl, 1,3-oxazol-2-yl, 1,3,4-oxadiazol-5-yl, 1,2,4-oxadiazol-5-yl, 1,3,4-thiadiazol-5-yl, 1H-tetrazol-5-yl, and 1,2,3-triazol-5-yl. The term "heteroaryl" also includes groups in which a heteroaryl is fused to one or more cyclic (*e.g.*, carbocyclyl, or heterocyclyl) rings, where the radical or point of attachment is on the heteroaryl ring. Nonlimiting examples include indolyl, indolizinyl,

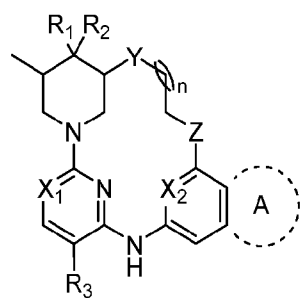
isoindolyl, benzothienyl, benzothiophenyl, methylenedioxyphenyl, benzofuranyl, dibenzofuranyl, indazolyl, benzimidazolyl, benzodioxazolyl, benzthiazolyl, quinolyl, isoquinolyl, cinnolyl, phthalazinyl, quinazolinyl, quinoxalinyl, 4H-quinoliziny, carbazolyl, acridinyl, phenazinyl, phenothiazinyl, phenoxazinyl, tetrahydroquinolyl, tetrahydroisoquinolyl and pyrido[2,3-b]-1,4-oxazin-3(4H)-one. A heteroaryl group may be mono-, bi- or tri-cyclic. In some embodiments, a heteroaryl group includes a heteroaryl ring fused to one or more (*e.g.*, 1 or 2) different cyclic groups (*e.g.*, carbocyclic rings or heterocyclic rings), where the radical or point of attachment is on the heteroaryl ring, and in some embodiments wherein the point of attachment is a heteroatom contained in the heterocyclic ring.

**[0033]** Therefore, the term heteroaryl embraces N-heteroaryl groups which as used herein refer to a heteroaryl group as defined above containing at least one nitrogen and where the point of attachment of the heteroaryl group to the rest of the molecule is through a nitrogen atom in the heteroaryl group. The term heteroaryl also embraces C-heteroaryl groups which as used herein refer to a heteroaryl group as defined above and where the point of attachment of the heteroaryl group to the rest of the molecule is through a carbon atom in the heteroaryl group. The term heteroaryl also embraces heteroarylalkyl groups which as disclosed above refer to a group of the formula --R<sup>c</sup>-heteroaryl, wherein R<sup>c</sup> is an alkylene chain as defined above. The term heteroaryl also embraces heteroaralkoxy (or heteroarylalkoxy) groups which as used herein refer to a group bonded through an oxygen atom of the formula --O--R<sup>c</sup>-heteroaryl, where R<sup>c</sup> is an alkylene group as defined above.

**[0034]** Unless stated otherwise, and to the extent not further defined for any particular group(s) in the compounds of formula (I), any of the groups described herein may be substituted or unsubstituted. To the extent not disclosed otherwise for any particular group(s), representative examples of substituents may include alkyl (*e.g.*, C<sub>1</sub>-C<sub>6</sub>, C<sub>1</sub>-C<sub>5</sub>, C<sub>1</sub>-C<sub>4</sub>, C<sub>1</sub>-C<sub>3</sub>, C<sub>1</sub>-C<sub>2</sub>, C<sub>1</sub>), substituted alkyl (*e.g.*, substituted C<sub>1</sub>-C<sub>6</sub>, C<sub>1</sub>-C<sub>5</sub>, C<sub>1</sub>-C<sub>4</sub>, C<sub>1</sub>-C<sub>3</sub>, C<sub>1</sub>-C<sub>2</sub>, C<sub>1</sub>), alkoxy (*e.g.*, C<sub>1</sub>-C<sub>6</sub>, C<sub>1</sub>-C<sub>5</sub>, C<sub>1</sub>-C<sub>4</sub>, C<sub>1</sub>-C<sub>3</sub>, C<sub>1</sub>-C<sub>2</sub>, C<sub>1</sub>), substituted alkoxy (*e.g.*, substituted C<sub>1</sub>-C<sub>6</sub>, C<sub>1</sub>-C<sub>5</sub>, C<sub>1</sub>-C<sub>4</sub>, C<sub>1</sub>-C<sub>3</sub>, C<sub>1</sub>-C<sub>2</sub>, C<sub>1</sub>), haloalkyl (*e.g.*, CF<sub>3</sub>), alkenyl (*e.g.*, C<sub>2</sub>-C<sub>6</sub>, C<sub>2</sub>-C<sub>5</sub>, C<sub>2</sub>-C<sub>4</sub>, C<sub>2</sub>-C<sub>3</sub>, C<sub>2</sub>), substituted alkenyl (*e.g.*, substituted C<sub>2</sub>-C<sub>6</sub>, C<sub>2</sub>-C<sub>5</sub>, C<sub>2</sub>-C<sub>4</sub>, C<sub>2</sub>-C<sub>3</sub>, C<sub>2</sub>), alkynyl (*e.g.*, C<sub>2</sub>-C<sub>6</sub>, C<sub>2</sub>-C<sub>5</sub>, C<sub>2</sub>-C<sub>4</sub>, C<sub>2</sub>-C<sub>3</sub>, C<sub>2</sub>), substituted alkynyl (*e.g.*, substituted C<sub>2</sub>-C<sub>6</sub>, C<sub>2</sub>-C<sub>5</sub>, C<sub>2</sub>-C<sub>4</sub>, C<sub>2</sub>-C<sub>3</sub>, C<sub>2</sub>), cyclic (*e.g.*, C<sub>3</sub>-C<sub>12</sub>, C<sub>5</sub>-C<sub>6</sub>), substituted cyclic (*e.g.*, substituted C<sub>3</sub>-C<sub>12</sub>, C<sub>5</sub>-C<sub>6</sub>), carbocyclic (*e.g.*, C<sub>3</sub>-C<sub>12</sub>, C<sub>5</sub>-C<sub>6</sub>), substituted carbocyclic (*e.g.*, substituted C<sub>3</sub>-C<sub>12</sub>, C<sub>5</sub>-C<sub>6</sub>), heterocyclic (*e.g.*, 3- to 12-membered, 5-to 6-

membered), substituted heterocyclic (*e.g.*, substituted 3- to 12-membered, 5-to 6-membered), aryl (*e.g.*, benzyl and phenyl), substituted aryl (*e.g.*, substituted benzyl or substituted phenyl), heteroaryl (*e.g.*, pyridyl or pyrimidyl), substituted heteroaryl (*e.g.*, substituted pyridyl or substituted pyrimidyl), aralkyl (*e.g.*, benzyl), substituted aralkyl (*e.g.*, substituted benzyl), halo, hydroxyl, aryloxy (*e.g.*, C<sub>6</sub>-C<sub>12</sub>, C<sub>6</sub>), substituted aryloxy (*e.g.*, substituted C<sub>6</sub>-C<sub>12</sub>, C<sub>6</sub>), alkylthio (*e.g.*, C<sub>1</sub>-C<sub>6</sub>), substituted alkylthio (*e.g.*, substituted C<sub>1</sub>-C<sub>6</sub>), arylthio (*e.g.*, C<sub>6</sub>-C<sub>12</sub>, C<sub>6</sub>), substituted arylthio (*e.g.*, substituted C<sub>6</sub>-C<sub>12</sub>, C<sub>6</sub>), cyano, carbonyl, substituted carbonyl, carboxyl, substituted carboxyl, amino, substituted amino, amido, substituted amido, thio, substituted thio, sulfinyl, substituted sulfinyl, sulfonyl, substituted sulfonyl, sulfonamide, substituted sulfonamide, sulfonamide, substituted sulfonamide, urea, substituted urea, carbamate, substituted carbamate, amino acid, and peptide groups.

**[0035]** Broadly, the compounds of the disclosure are represented by formula (I):



(I), or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

X<sub>1</sub> is N, CH, CCl, CF, or CCN;

X<sub>2</sub> is N or CR<sub>4</sub>;

R<sub>4</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, OH, NH<sub>2</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, NO<sub>2</sub>, CN, NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, or N(C<sub>1</sub>-C<sub>4</sub>alkyl)<sub>2</sub>;

R<sub>1</sub> is H, OH, or halo;

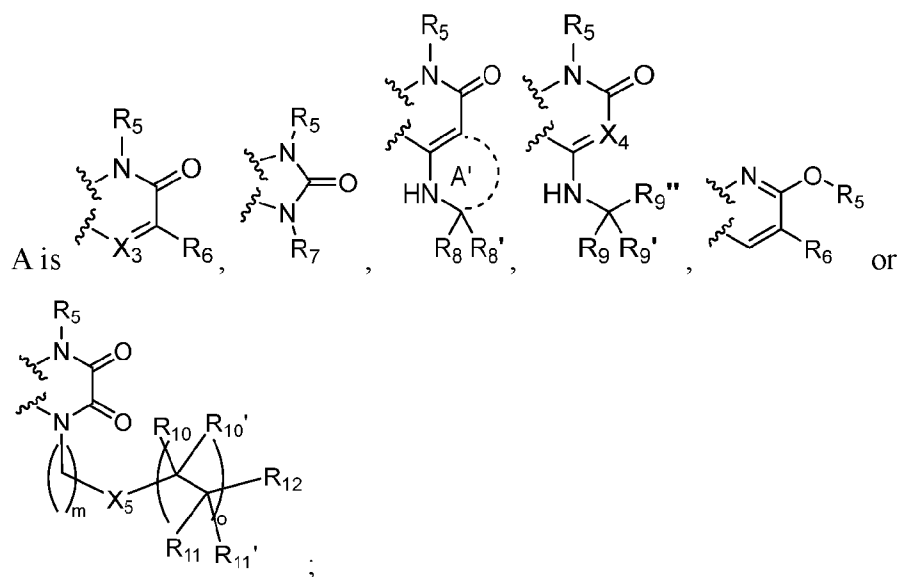
R<sub>2</sub> is H, OH, or halo;

R<sub>3</sub> is halo or CN;

Y is CH<sub>2</sub>, NH, or O;

Z is CH<sub>2</sub>, NH, S, or O;

n is 0, 1, or 2;



X<sub>3</sub> is CH or N;

R<sub>5</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>) hydroxyalkyl, (C<sub>1</sub>-C<sub>6</sub>) aminoalkyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)carbocyclyl, or (C<sub>3</sub>-C<sub>7</sub>)carbocyclyl-4- to 7-membered heterocyclyl; wherein said alkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different R<sub>13</sub> groups, wherein R<sub>13</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, or

R<sub>5</sub> is -L-Y<sub>1</sub>-Z<sub>1</sub>, wherein

L is absent or (C<sub>1</sub>-C<sub>5</sub>)alkylene optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl and oxo;

Y<sub>1</sub> is absent, O, S, S(O), S(O)<sub>2</sub>, NR', C(O), C(O)O, OC(O), C(O)N(R'), N(R')C(O), N(R')C(O)N(R'), N(R')C(O)O, OC(O)N(R'), S(O)<sub>2</sub>N(R'), or N(R')S(O)<sub>2</sub>;

each R' is independently H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

Z<sub>1</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl, or 3- to 10-membered heterocyclyl, wherein Z<sub>1</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, NH<sub>2</sub>, (C<sub>1</sub>-C<sub>4</sub>)aminoalkyl, CN, OH, carboxy, carbamoyl, sulphamoyl, mercapto, ureido, NR<sup>r</sup>R<sup>s</sup>, OR<sup>r</sup>, C(O)R<sup>r</sup>, C(O)OR<sup>r</sup>, OC(O)R<sup>r</sup>, C(O)NR<sup>r</sup>R<sup>s</sup>, N(R<sup>r</sup>)C(O)R<sup>r</sup>, S(O)<sub>0-2</sub>R<sup>r</sup>, S(O)<sub>2</sub>NR<sup>r</sup>R<sup>s</sup>, N(R<sup>r</sup>)SO<sub>2</sub>R<sup>r</sup>, Si(R<sup>r</sup>)(R<sup>s</sup>)R<sup>t</sup> and (CH<sub>2</sub>)<sub>1-3</sub>NR<sup>r</sup>R<sup>s</sup>; wherein R<sup>r</sup>, R<sup>s</sup>, and R<sup>t</sup> are each independently H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, or (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or R<sup>r</sup> and R<sup>s</sup> together with the nitrogen atom to which they are

attached form a 4- to 9-membered heterocyclyl which is optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

R<sub>6</sub> is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, or -CH=CH-R<sub>16</sub>, wherein

L<sub>1</sub> is absent, O, S, (C<sub>1</sub>-C<sub>4</sub>)alkylene, -O-(C<sub>1</sub>-C<sub>4</sub>)alkylene, or -S-(C<sub>1</sub>-C<sub>4</sub>)alkylene;

R<sub>14</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

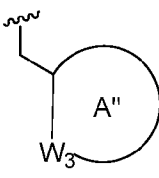
R<sub>15</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl, or

R<sub>14</sub> and R<sub>15</sub> together with the carbon atom to which they are attached form a (C<sub>3</sub>-C<sub>5</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, or C=O;

R<sub>16</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, -NR<sub>17</sub>R<sub>18</sub>, -OR<sub>17</sub>, -C(O)R<sub>17</sub>, -C(O)OR<sub>17</sub>, -N(R<sub>18</sub>)C(O)R<sub>17</sub>, -C(O)NR<sub>17</sub>R<sub>18</sub>, -S(O)-(C<sub>1</sub>-C<sub>6</sub>)alkyl, -S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)alkyl, -P(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>, -C(NH)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-NR<sub>18</sub>C(O)R<sub>17</sub>, or 4- to 7-membered heterocyclyl, wherein

R<sub>17</sub> is H, 3- to 6-membered heterocyclyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl optionally substituted by one or more, identical or different groups selected from OH, Cl, F, CF<sub>3</sub>, N(C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 3- to 6-membered heterocyclyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, and (C<sub>2</sub>-C<sub>4</sub>)alkynyl;

R<sub>18</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sub>7</sub> is H, methyl, -(CH<sub>2</sub>)<sub>1-3</sub>W<sub>1</sub>W<sub>2</sub>, or , wherein

W<sub>1</sub> is CR<sub>19</sub>R<sub>19'</sub> or C(O);

R<sub>19</sub> and R<sub>19'</sub> are independently H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, F, OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, or N(C<sub>1</sub>-C<sub>2</sub> alkyl)<sub>2</sub>, or

R<sub>19</sub> and R<sub>19'</sub> together with the carbon atom to which they are attached form C(O), (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 3- to 6-membered heterocyclyl, which is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

W<sub>2</sub> is CN, OH, 5- or 6-membered heteroaryl, phenyl, C(O)-(C<sub>1</sub>-C<sub>2</sub>)alkyl, S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>2</sub>)alkyl, C(O)OCH<sub>3</sub>, C(O)NHCH<sub>3</sub>, CR<sub>20</sub>R<sub>21</sub>R<sub>22</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, or N(C<sub>1</sub>-C<sub>2</sub> alkyl)<sub>2</sub>, wherein

R<sub>20</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, F, Cl, Br, OH, NH<sub>2</sub>, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, or (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy;

R<sub>21</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, F, Cl, Br, OH, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, or -Y<sub>2</sub>-L<sub>2</sub>-Z<sub>2</sub>, wherein

Y<sub>2</sub> is absent, O, S, S(O), S(O)<sub>2</sub>, NR', C(O), C(O)O, OC(O), C(O)N(R'), N(R')C(O), S(O)<sub>2</sub>N(R'), or N(R')SO<sub>2</sub>;

L<sub>2</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene;

Z<sub>2</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>2</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, CN, OH, C(O)R', C(O)OR', OC(O)R', C(O)NR'R', and N(R')C(O)R', wherein each R' is independently H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

or R<sub>20</sub> and R<sub>21</sub> together with the carbon atom to which they are attached form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 3- to 6-membered heterocyclyl, optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

R<sub>22</sub> is (C<sub>1</sub>-C<sub>2</sub>)alkyl, -C(O)OR'', OR'', -C(O)NR'', NR''R'', phenyl, or 5-membered heteroaryl, wherein each R'' is independently H or (C<sub>1</sub>-C<sub>2</sub>)alkyl;

A'' is (C<sub>4</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl, optionally substituted with one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, OH, oxo, CN, and (C<sub>1</sub>-C<sub>2</sub>)alkoxy;

W<sub>3</sub> is NR<sub>23</sub> or CR<sub>24</sub>R<sub>24'</sub>, wherein

R<sub>23</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)hydroxyalkyl, -C(O)CH<sub>3</sub>, or -C(O)O-(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sub>24</sub> and R<sub>24'</sub> are independently H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, F, Cl, Br, OH, NH<sub>2</sub>, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, -C(O)OR'', NR''R'', phenyl, or 5-membered heteroaryl;

R<sub>8</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or CN, wherein said alkyl or cycloalkyl is optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-

C<sub>6</sub>)cycloalkyl, OH, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, N((C<sub>1</sub>-C<sub>2</sub>)alkyl)<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)aminoalkyl, and halo;

R<sub>8</sub>' is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or -Y<sub>3</sub>-L<sub>3</sub>-Z<sub>3</sub>, wherein

Y<sub>3</sub> is absent, C(O)O, or C(O)N(R'');

L<sub>3</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene;

Z<sub>3</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>3</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, NO<sub>2</sub>, CN, and OH, or

R<sub>8</sub> and R<sub>8</sub>', together with the carbon atom to which they are attached, form a (C<sub>4</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl;

A' is a 6- or 7-membered heterocyclyl, which in addition to R<sub>8</sub> and R<sub>8</sub>', is optionally further substituted by one more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, spiro-cyclopropyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, CN, and OH;

X<sub>4</sub> is CR<sub>25</sub> or N, wherein

R<sub>25</sub> is H, F, Cl, or methyl;

R<sub>9</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, (C<sub>3</sub>-C<sub>4</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, CN, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, or (C<sub>2</sub>-C<sub>4</sub>)alkynyl;

R<sub>9</sub>' is (C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or -Y<sub>4</sub>-L<sub>4</sub>-Z<sub>4</sub>, wherein

Y<sub>4</sub> is absent, C(O), C(O)O, OC(O), C(O)N(R''), or S(O)<sub>2</sub>N(R'');

L<sub>4</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl and oxo;

Z<sub>4</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkenyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>4</sub> is optionally substituted by one or more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, OH, C(O)R<sup>u</sup>, C(O)OR<sup>u</sup>, OC(O)R<sup>u</sup>, C(O)NR<sup>u</sup>R<sup>u</sup>, and N(R<sup>u</sup>)C(O)R<sup>u</sup>, wherein each R<sup>u</sup> is independently H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or

Z<sub>4</sub> is -Q-L<sub>5</sub>-W<sub>4</sub>, wherein

Q is absent, O, NH, or N(C<sub>1</sub>-C<sub>2</sub>)alkyl;

L<sub>5</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene optionally substituted by one or more substituents selected from oxo and (C<sub>1</sub>-C<sub>2</sub>)alkyl;

W<sub>4</sub> is (C<sub>1</sub>-C<sub>4</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkenyl, or 5- or 6-membered heterocyclyl, wherein W<sub>4</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH; or

R<sub>9</sub> and R<sub>9</sub>', together with the carbon atom to which they are attached, for a (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl or a 4- to 10-membered heterocyclyl, which is optionally substituted by one or more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH; or the (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl or 4- to 10-membered heterocyclyl is optionally fused to a 5- or 6-membered heteroaryl or phenyl ring, and the 5- or 6-membered heteroaryl or phenyl ring is optionally substituted by (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH;

R<sub>9</sub>' is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, CN, NO<sub>2</sub>, acetylenyl, phenyl, or 5- or 6-membered heteroaryl, wherein said alkyl, phenyl, or heteroaryl is optionally substituted by one or more substituents independently selected from halo, OH, and NH<sub>2</sub>;

X<sub>5</sub> is absent, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl(C=O), or SO<sub>2</sub>;

R<sub>10</sub> and R<sub>10</sub>' are each independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)hydroxyalkyl, (C<sub>1</sub>-C<sub>3</sub>)aminoalkyl, or

R<sub>10</sub> and R<sub>10</sub>', together with the same carbon atom to which they are attached, form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl, wherein said alkyl, hydroxyalkyl, aminoalkyl, carbocyclyl, or heterocyclyl is optionally substituted by one or more, identical or different R<sub>10a</sub> groups, wherein R<sub>10a</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 6-membered heterocyclyl, or

R<sub>10</sub>' and R<sub>11</sub>', together with the carbon atoms to which they are attached, form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl;

R<sub>11</sub> and R<sub>11</sub>' are each independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)hydroxyalkyl, (C<sub>1</sub>-C<sub>3</sub>)aminoalkyl, or

R<sub>11</sub> and R<sub>11</sub>', together with the same carbon atom to which they are attached, form C=O, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, wherein said carbocyclyl or heterocyclyl is

optionally substituted by one or more, identical or different  $R_{11a}$  groups, wherein each  $R_{11a}$  is independently (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, or wherein two  $R_{11a}$  groups, together with the same carbon atom to which they are attached, form C=O;

$R_{12}$  is H, OH, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)hydroxyalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)aminoalkyl, NH-(C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, NH-4- to 6-membered heterocyclyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl-4- to 6-membered heterocyclyl, wherein said alkyl, hydroxyalkyl, aminoalkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different  $R_{12a}$  groups, wherein each  $R_{12a}$  is independently (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl;

m is 0, 1, or 2; and

o is 0 or 1.

[0036] In some embodiments, Z is O. In some embodiments, Z is CH<sub>2</sub>.

[0037] In some embodiments, Y is CH<sub>2</sub>. In some embodiments, Y is O. In some embodiments, Y is NH.

[0038] In some embodiments, n is 0. In some embodiments, n is 1. In some embodiments, n is 2.

[0039] In some embodiments,  $R_1$  and  $R_2$  are each H. In some embodiments,  $R_1$  and  $R_2$  are each halo. In some embodiments,  $R_1$  and  $R_2$  are each F.

[0040] In some embodiments,  $R_3$  is halo. In some embodiments,  $R_3$  is Cl.

[0041] In some embodiments,  $X_1$  is N.

[0042] In some embodiments,  $X_2$  is CH.

[0043] In some embodiments, Z is O and Y is CH<sub>2</sub>. In some embodiments, Z is O and Y is O. In some embodiments, Z is O and Y is NH. In some embodiments, Z is CH<sub>2</sub> and Y is CH<sub>2</sub>. In some embodiments, Z is CH<sub>2</sub> and Y is O. In some embodiments, Z is CH<sub>2</sub> and Y is NH.

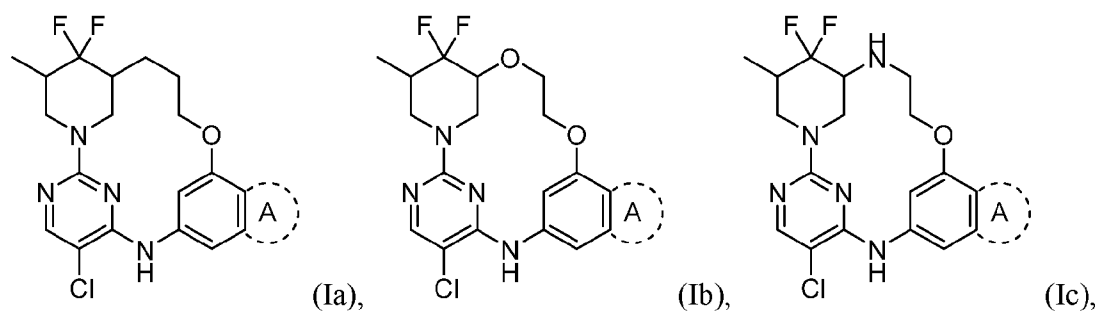
[0044] In some embodiments, Z is O, Y is CH<sub>2</sub>, and n is 1. In some embodiments, Z is O, Y is O, and n is 1. In some embodiments, Z is O, Y is NH, and n is 1. In some embodiments, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, and n is 1. In some embodiments, Z is CH<sub>2</sub>, Y is O, and n is 1. In some embodiments, Z is CH<sub>2</sub>, Y is NH, and n is 1.

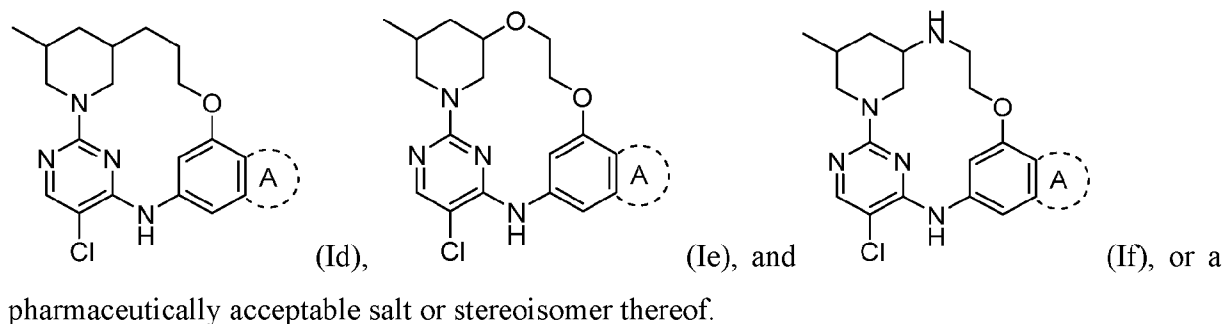
**[0045]** In some embodiments, Z is O, Y is CH<sub>2</sub>, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments, Z is O, Y is O, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments, Z is O, Y is NH, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments, Z is CH<sub>2</sub>, Y is O, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments, Z is CH<sub>2</sub>, Y is NH, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F.

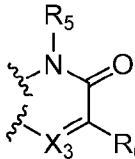
**[0046]** In some embodiments, Z is O, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments, Z is O, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments, Z is O, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments, Z is CH<sub>2</sub>, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments, Z is CH<sub>2</sub>, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl.

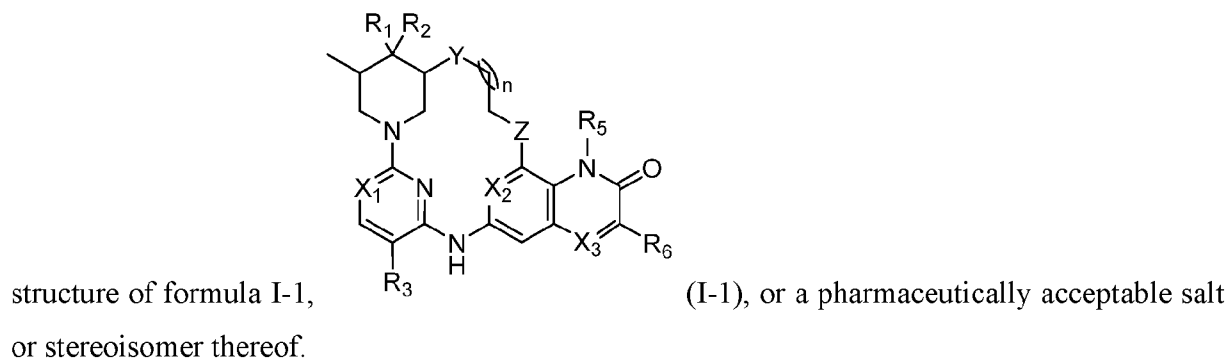
**[0047]** In some embodiments, Z is O, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments, Z is O, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments, Z is O, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments, Z is CH<sub>2</sub>, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments, Z is CH<sub>2</sub>, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH.

**[0048]** In some embodiments, the compounds of the disclosure are represented any of formulas (Ia-Ic):





[0049] In some embodiments, A is  and the compound of formula (I) has the



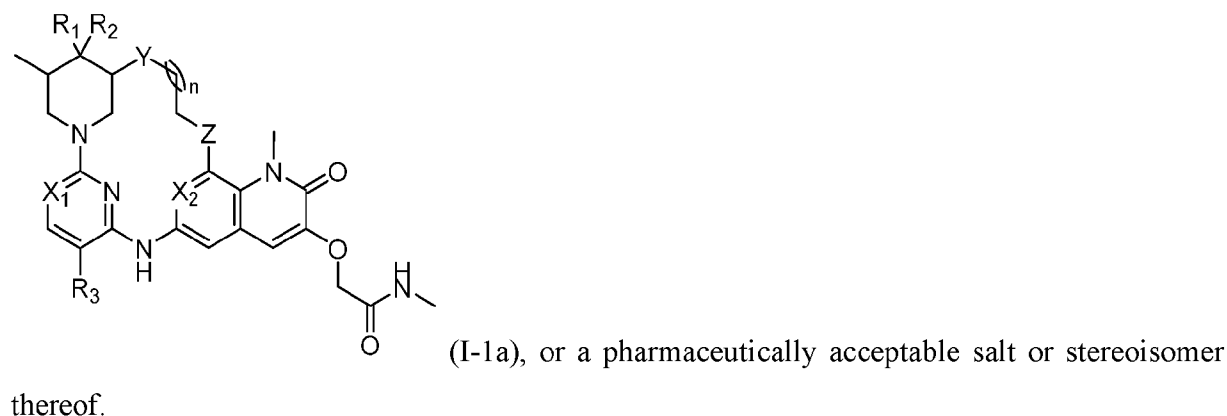
[0050] In some embodiments of formula I-1, R<sub>5</sub> is optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl. In some embodiments of formula I-1, R<sub>5</sub> is methyl.

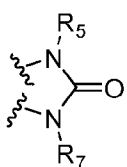
[0051] In some embodiments of formula I-1, X<sub>3</sub> is CH.

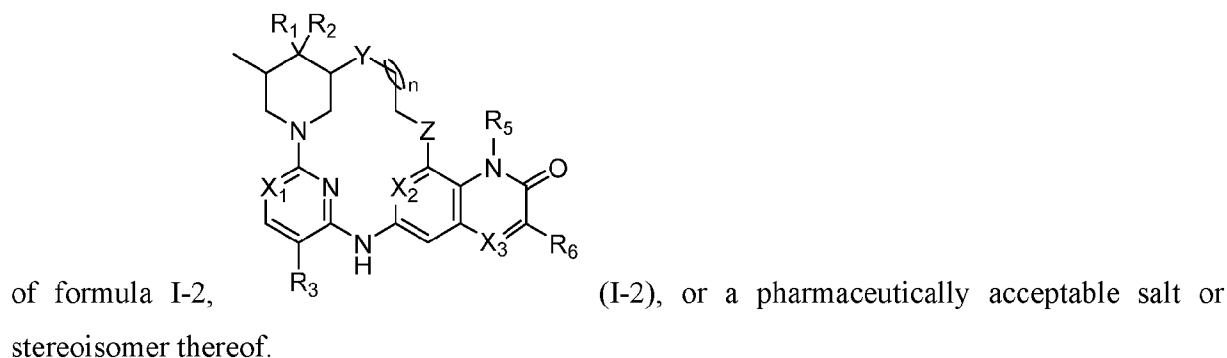
[0052] In some embodiments of formula I-1, R<sub>6</sub> is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>. In some embodiments of formula I-1, L<sub>1</sub> is -O-(C<sub>1</sub>-C<sub>4</sub>)alkylene. In some embodiments of formula I-1, L<sub>1</sub> is -O-(C<sub>1</sub>)alkylene. In some embodiments of formula I-1, R<sub>14</sub> and R<sub>15</sub> together with the same carbon atom to which they are attached form C=O. In some embodiments of formula I-1, R<sub>16</sub> is methyl, OH, NH<sub>2</sub>, or NHMe. In some embodiments of formula I-1, R<sub>16</sub> is NHMe.

[0053] In some embodiments of formula I-1, R<sub>5</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, X<sub>3</sub> is CH, and R<sub>6</sub> is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, wherein L<sub>1</sub> is -O-(C<sub>1</sub>-C<sub>4</sub>)alkylene, R<sub>14</sub> and R<sub>15</sub> together with the same carbon atom to which they are attached form C=O, and R<sub>16</sub> is methyl, OH, NH<sub>2</sub>, or NHMe.

**[0054]** In some embodiments, the compound of formula I-1 is of formula I-1a,



**[0055]** In some embodiments, A is  and the compound of formula (I) has the structure

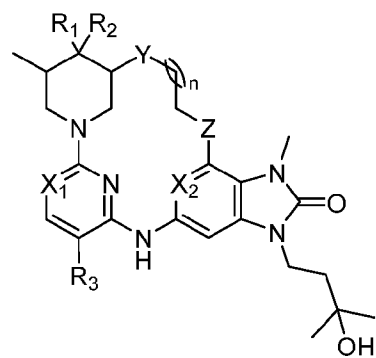


**[0056]** In some embodiments of formula I-2, R<sub>5</sub> is optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl. In some embodiments of formula I-2, R<sub>5</sub> is methyl.

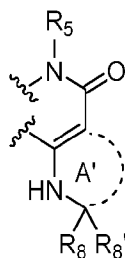
**[0057]** In some embodiments of formula I-2, R<sub>7</sub> is -(CH<sub>2</sub>)<sub>1-3</sub>W<sub>1</sub>W<sub>2</sub>. In some embodiments of formula I-2, R<sub>7</sub> is -(CH<sub>2</sub>)<sub>2</sub>W<sub>1</sub>W<sub>2</sub>. In some embodiments of formula I-2, W<sub>1</sub> is CR<sub>19</sub>R<sub>19'</sub>. In some embodiments of formula I-2, R<sub>19</sub> and R<sub>19'</sub> are both methyl. In some embodiments of formula I-2, W<sub>2</sub> is CN, OH, or NH<sub>2</sub>. In some embodiments of formula I-2, W<sub>2</sub> is OH.

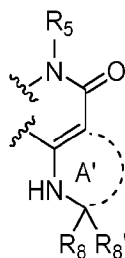
**[0058]** In some embodiments of formula I-2, R<sub>5</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl and R<sub>7</sub> is -(CH<sub>2</sub>)<sub>1-3</sub>W<sub>1</sub>W<sub>2</sub>. In some embodiments of formula I-2, R<sub>5</sub> is methyl and R<sub>7</sub> is R<sub>7</sub> is -(CH<sub>2</sub>)<sub>2</sub>W<sub>1</sub>W<sub>2</sub>, wherein W<sub>1</sub> is CR<sub>19</sub>R<sub>19'</sub>, wherein R<sub>19</sub> and R<sub>19'</sub> are both methyl, and W<sub>2</sub> is CN, OH, or NH<sub>2</sub>.

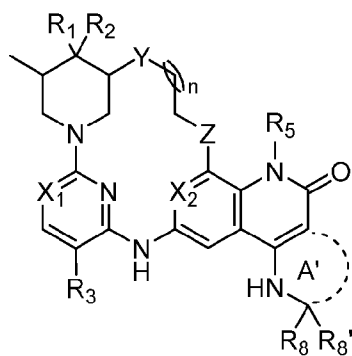
[0059] In some embodiments, the compound of formula I-2 is of formula I-2a,

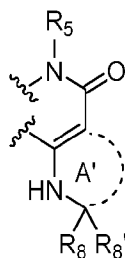


(I-2a), or a pharmaceutically acceptable salt or stereoisomer thereof.



[0060] In some embodiments, A is  and the compound of formula (I) has the structure



of formula I-3,  (I-3), or a pharmaceutically acceptable salt or stereoisomer thereof.

[0061] In some embodiments of formula I-3, R<sub>5</sub> is optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl. In some embodiments of formula I-3, R<sub>5</sub> is methyl.

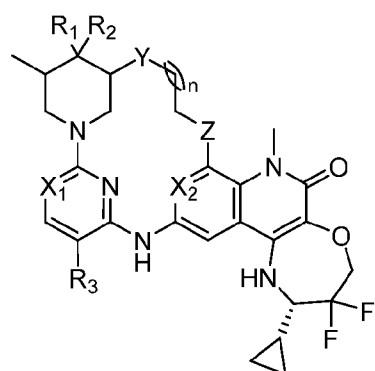
[0062] In some embodiments of formula I-3, R<sub>8</sub> is (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl and R<sub>8</sub>' is H. In some embodiments of formula I-3, R<sub>8</sub> is cyclopropyl and R<sub>8</sub>' is H.

[0063] In some embodiments of formula I-3, A' is a 7-membered heterocyclyl, wherein the heterocyclyl contains 2 heteroatoms selected from N and O, and which in addition to R<sub>8</sub> and R<sub>8</sub>', is optionally further substituted by one more substituents independently selected from oxo, (C<sub>1</sub>-

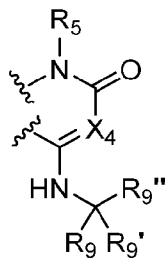
C<sub>2</sub>)alkyl, cyclopropyl, spiro-cyclopropyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, CN, and OH.

**[0064]** In some embodiments of formula I-3, R<sub>5</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, R<sub>8</sub> is (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, R<sub>8</sub>' is H, and A' is a 7-membered heterocyclyl, wherein the heterocyclyl contains 2 heteroatoms selected from N and O, and which in addition to R<sub>8</sub> and R<sub>8</sub>', is optionally further substituted by one more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, spiro-cyclopropyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, CN, and OH.

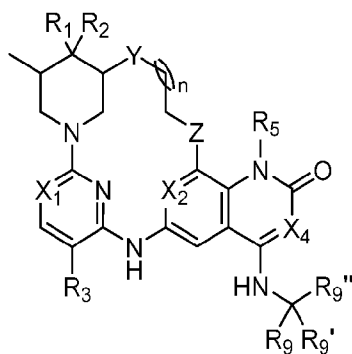
**[0065]** In some embodiments, the compound of formula I-3 is of formula I-3a,



(I-3a), or a pharmaceutically acceptable salt or stereoisomer thereof.



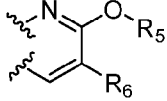
**[0066]** In some embodiments, A is

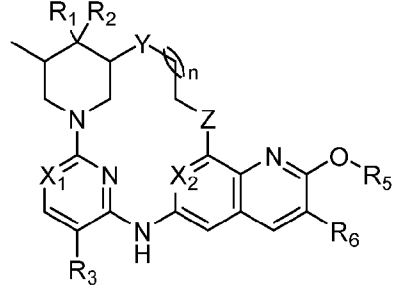


structure of formula I-4, (I-4), or a pharmaceutically acceptable salt or stereoisomer thereof.

[0067] In some embodiments of formula I-4, R<sub>5</sub> is optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl. In some embodiments of formula I-4, R<sub>5</sub> is methyl.

[0068] In some embodiments of formula I-4, X<sub>4</sub> is CH. In some embodiments of formula I-4, X<sub>4</sub> is NH.

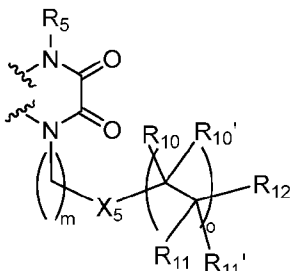
[0069] In some embodiments, A is  and the compound of formula (I) has the

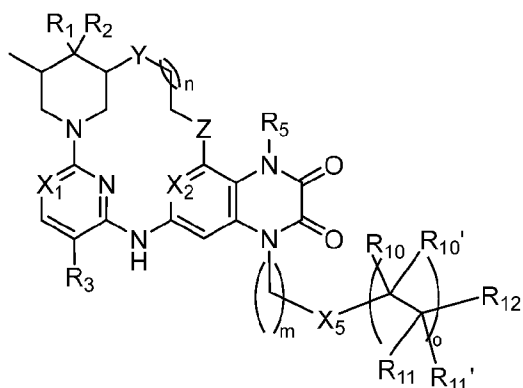
structure of formula I-5,  (I-5), or a pharmaceutically acceptable salt or stereoisomer thereof.

[0070] In some embodiments of formula I-5, R<sub>5</sub> is 4-membered heterocyclyl or 4-membered heterocyclyl(C<sub>2</sub>)alkyl; wherein said alkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different R<sub>13</sub> groups. In some embodiments of formula I-5, R<sub>2</sub> is 4-membered heterocyclyl or 4-membered heterocyclyl(C<sub>2</sub>)alkyl, wherein the heterocyclyl contains 1 heteroatom selected from N and O.

[0071] In some embodiments of formula I-5, R<sub>2</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-OH, (C<sub>1</sub>-C<sub>6</sub>)alkyl-NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or (C<sub>1</sub>-C<sub>6</sub>)alkyl-N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>.

[0072] In some embodiments of formula I-5, R<sub>6</sub> is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>. In some embodiments of formula I-5, L<sub>1</sub> is -O-(C<sub>1</sub>-C<sub>4</sub>)alkylene. In some embodiments of formula I-5, L<sub>1</sub> is -O-(C<sub>1</sub>)alkylene. In some embodiments of formula I-5, R<sub>14</sub> and R<sub>15</sub> together with the same carbon atom to which they are attached form C=O. In some embodiments of formula I-5, R<sub>16</sub> is methyl, OH, NH<sub>2</sub>, or NHMe. In some embodiments of formula I-5, R<sub>16</sub> is NHMe.

[0073] In some embodiments, A is  and the compound of formula (I)



has the structure of formula I-6,  
pharmaceutically acceptable salt or stereoisomer thereof.

**[0074]** In some embodiments of formula I-6, R<sub>5</sub> is optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl. In some embodiments of formula I-6, R<sub>5</sub> is methyl.

**[0075]** In some embodiments of formula I-6, m is 1.

**[0076]** In some embodiments of formula I-6, X<sub>5</sub> is absent.

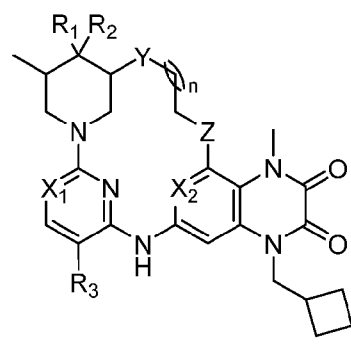
**[0077]** In some embodiments of formula I-6, o is 1.

**[0078]** In some embodiments of formula I-6, R<sub>10</sub> and R<sub>11</sub> are each H and R<sub>10</sub>' and R<sub>11</sub>', together with the carbon atoms to which they are attached, form cyclobutyl.

**[0079]** In some embodiments of formula I-6, R<sub>12</sub> is OH.

**[0080]** In some embodiments of formula I-6, R<sub>5</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, m is 1, X<sub>5</sub> is absent, o is 1, R<sub>10</sub> and R<sub>11</sub> are each H and R<sub>10</sub>' and R<sub>11</sub>', together with the carbon atoms to which they are attached, form cyclobutyl, and R<sub>12</sub> is OH.

**[0081]** In some embodiments, the compound of formula I-6 is of formula I-6a,



(I-6a), or a pharmaceutically acceptable salt or stereoisomer thereof.

**[0082]** In some embodiments of formulas I-1a to I-6a, Z is O. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>.

**[0083]** In some embodiments of formulas I-1a to I-6a, Y is CH<sub>2</sub>. In some embodiments of formulas I-1a to I-6a, Y is O. In some embodiments, Y is NH.

**[0084]** In some embodiments of formulas I-1a to I-6a, n is 0. In some embodiments of formulas I-1a to I-6a, n is 1. In some embodiments of formulas I-1a to I-6a, n is 2.

**[0085]** In some embodiments of formulas I-1a to I-6a, R<sub>1</sub> and R<sub>2</sub> are each H. In some embodiments of formulas I-1a to I-6a, R<sub>1</sub> and R<sub>2</sub> are each halo. In some embodiments of formulas I-1a to I-6a, R<sub>1</sub> and R<sub>2</sub> are each F.

**[0086]** In some embodiments of formulas I-1a to I-6a, R<sub>3</sub> is halo. In some embodiments of formulas I-1a to I-6a, R<sub>3</sub> is Cl.

**[0087]** In some embodiments of formulas I-1a to I-6a, X<sub>1</sub> is N.

**[0088]** In some embodiments of formulas I-1a to I-6a, X<sub>2</sub> is CH.

**[0089]** In some embodiments of formulas I-1a to I-6a, Z is O and Y is CH<sub>2</sub>. In some embodiments of formulas I-1a to I-6a, Z is O and Y is O. In some embodiments of formulas I-1a to I-6a, Z is O and Y is NH. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub> and Y is CH<sub>2</sub>. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub> and Y is O. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub> and Y is NH.

**[0090]** In some embodiments of formulas I-1a to I-6a, Z is O, Y is CH<sub>2</sub>, and n is 1. In some embodiments of formulas I-1a to I-6a, Z is O, Y is O, and n is 1. In some embodiments of formulas I-1a to I-6a, Z is O, Y is NH, and n is 1. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, and n is 1. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is O, and n is 1. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is NH, and n is 1.

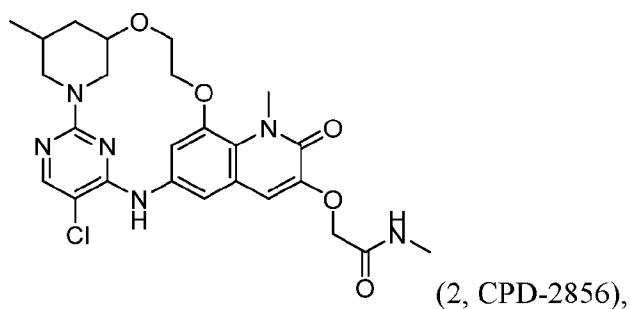
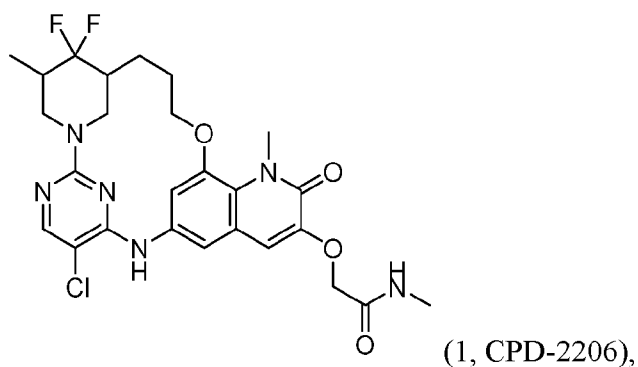
**[0091]** In some embodiments of formulas I-1a to I-6a, Z is O, Y is CH<sub>2</sub>, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments of formulas I-1a to I-6a, Z is O, Y is O, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments of formulas I-1a to I-6a, Z is O, Y is NH, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is O, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is NH, n is 1, and R<sub>1</sub> and R<sub>2</sub> are each H or F.

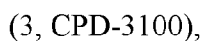
**[0092]** In some embodiments of formulas I-1a to I-6a, Z is O, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments of formulas I-1a to I-6a, Z is O, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments of formulas I-1a to I-6a, Z is O, Y is

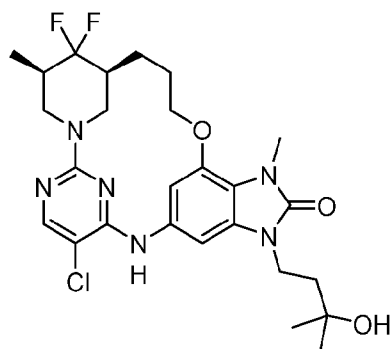
NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, and R<sub>3</sub> is Cl.

**[0093]** In some embodiments of formulas I-1a to I-6a, Z is O, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments of formulas I-1a to I-6a, Z is O, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments of formulas I-1a to I-6a, Z is O, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is CH<sub>2</sub>, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is O, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH. In some embodiments of formulas I-1a to I-6a, Z is CH<sub>2</sub>, Y is NH, n is 1, R<sub>1</sub> and R<sub>2</sub> are each H or F, R<sub>3</sub> is Cl, and X<sub>1</sub> and X<sub>2</sub> are independently N or CH.

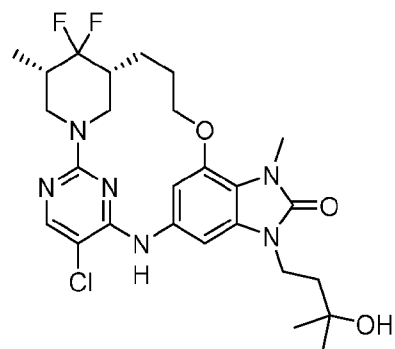
**[0094]** In some embodiments, compounds of the present disclosure are represented by any one of the following structures:



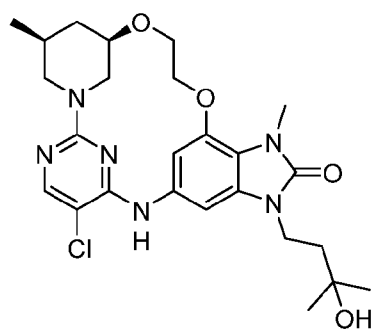




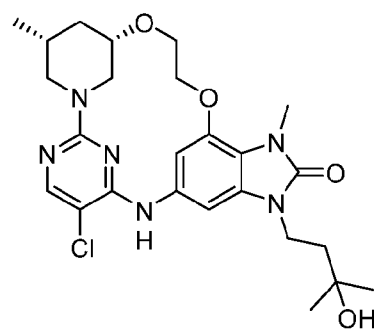
(10),



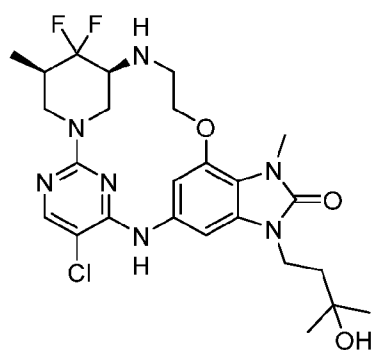
(11),



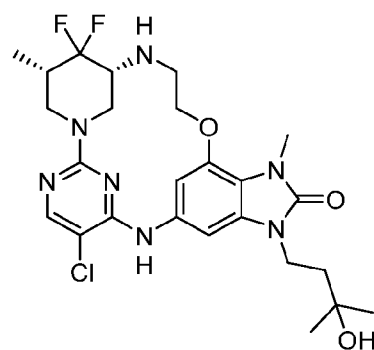
(12),



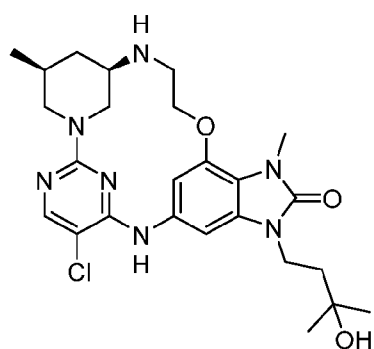
(13),



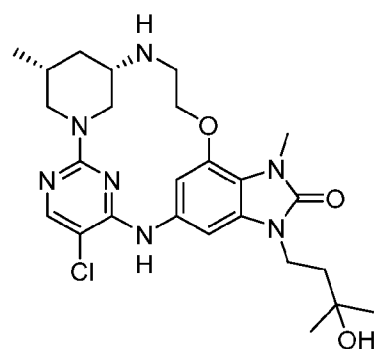
(14),



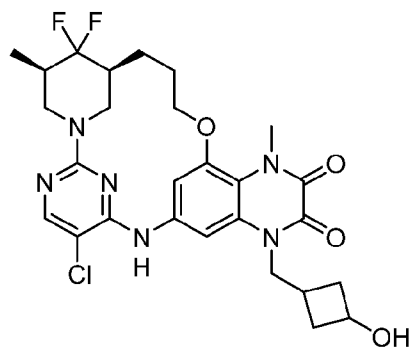
(15),



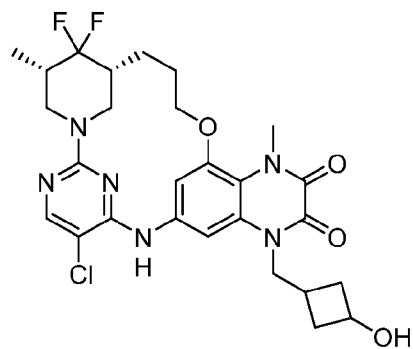
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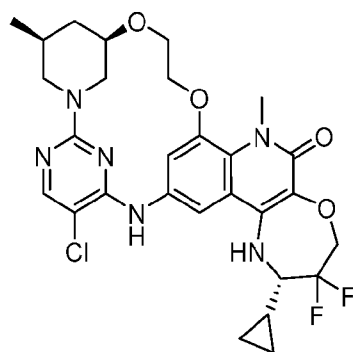
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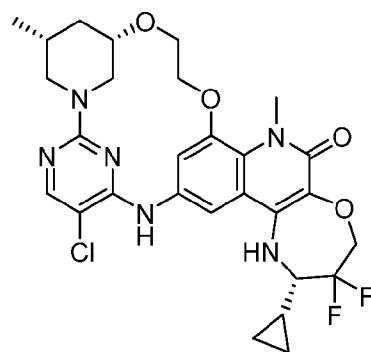
(18),



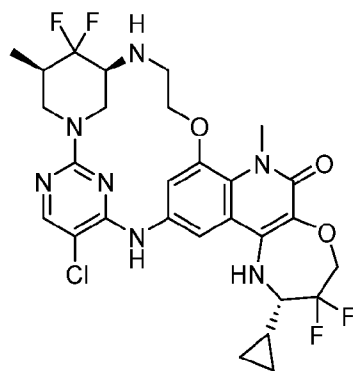
(19),



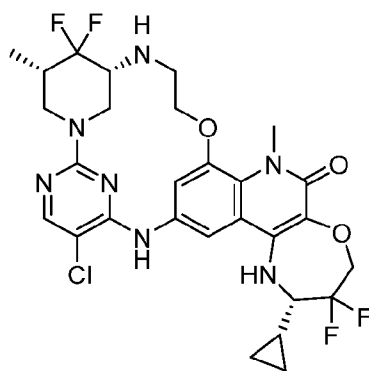
(20),



(21),



(22),



(23), or a pharmaceutically

acceptable salt or stereoisomer thereof.

**[0095]** Compounds of the present disclosure may be in the form of a free acid or free base, or a pharmaceutically acceptable salt. A pharmaceutically acceptable salt of the compounds of this disclosure can be formed, for example, by reaction of an appropriate free base of a compound of the invention and an appropriate pharmaceutically acceptable acid in a suitable solvent under standard conditions well known in the art. *See*, for example, Gould, P. L., "Salt selection for basic drugs," *International Journal of Pharmaceutics*, 33:201-217 (1986); Bastin, R. J., et al., "Salt Selection and Optimization Procedures for Pharmaceutical New Chemical Entities," *Organic Process Research and Development*, 4:427-435 (2000); and Berge, S. M., et al., "Pharmaceutical

Salts," Journal of Pharmaceutical Sciences, 66:1-19 (1977).

**[0096]** Compounds of the present disclosure may have at least one chiral center and thus may be in the form of a stereoisomer, which as used herein, embraces all isomers of individual compounds that differ only in the orientation of their atoms in space. The term stereoisomer includes mirror image isomers (enantiomers which include the (R-) or (S-) configurations of the compounds), mixtures of mirror image isomers (physical mixtures of the enantiomers, and racemates or racemic mixtures) of compounds, geometric (cis/trans or E/Z, R/S) isomers of compounds and isomers of compounds with more than one chiral center that are not mirror images of one another (diastereoisomers). The chiral centers of the compounds may undergo epimerization *in vivo*; thus, for these compounds, administration of the compound in its (R-) form is considered equivalent to administration of the compound in its (S-) form. Accordingly, the compounds of the present disclosure may be made and used in the form of individual isomers and substantially free of other isomers, or in the form of a mixture of various isomers, *e.g.*, racemic mixtures of stereoisomers.

**[0097]** In some embodiments, the compound of formula (I) is an isotopic derivative in that it has at least one desired isotopic substitution of an atom, at an amount above the natural abundance of the isotope, *i.e.*, enriched. In one embodiment, the compound includes deuterium or multiple deuterium atoms. As used herein, the term "compound" embraces isotopic derivatives.

**[0098]** Compounds of formula (I) may also be in the form of N-oxides, crystalline forms (also known as polymorphs), co-crystals, active metabolites of the compounds having the same type of activity, prodrugs, tautomers, and unsolvated as well as solvated (*e.g.*, hydrated) forms with pharmaceutically acceptable solvents such as water, ethanol, and the like, of the compounds. As used herein, the term "compound" embraces all these forms.

**[0099]** The compounds of formula (I) may be prepared by crystallization under different conditions and may exist as one or a combination of polymorphs of the compound. For example, different polymorphs may be identified and/or prepared using different solvents, or different mixtures of solvents for recrystallization, by performing crystallizations at different temperatures, or by using various modes of cooling, ranging from very fast to very slow cooling during crystallizations. Polymorphs may also be obtained by heating or melting the compound followed by gradual or fast cooling. The presence of polymorphs may be determined by solid probe NMR spectroscopy, IR spectroscopy, differential scanning calorimetry, powder X-ray diffractogram and/or other known techniques.

**[00100]** In some embodiments, the pharmaceutical composition comprises a co-crystal of a compound of formula (I). The term “co-crystal”, as used herein, refers to a stoichiometric multi-component system comprising a compound of formula (I) and a co-crystal former wherein the compound of formula (I) and the co-crystal former are connected by non-covalent interactions. The term “co-crystal former”, as used herein, refers to compounds which can form intermolecular interactions with a compound of formula (I) and co-crystallize with it. Representative examples of co-crystal formers include benzoic acid, succinic acid, fumaric acid, glutaric acid, *trans*-cinnamic acid, 2,5-dihydroxybenzoic acid, glycolic acid, *trans*-2-hexanoic acid, 2-hydroxycaproic acid, lactic acid, sorbic acid, tartaric acid, ferulic acid, suberic acid, picolinic acid, salicylic acid, maleic acid, saccharin, 4,4'-bipyridine *p*-aminosalicylic acid, nicotinamide, urea, isonicotinamide, methyl-4-hydroxybenzoate, adipic acid, terephthalic acid, resorcinol, pyrogallol, phloroglucinol, hydroxyquinol, isoniazid, theophylline, adenine, theobromine, phenacetin, phenazone, etofylline, and phenobarbital.

#### **Methods of Synthesis**

**[00101]** In another aspect, the present disclosure is directed to a method for making a compound of formula (I), or a pharmaceutically acceptable salt or stereoisomer thereof. Broadly, the compounds of formula (I) or pharmaceutically-acceptable salts or stereoisomers thereof may be prepared by any process known to be applicable to the preparation of chemically related compounds. The compounds of formula (I) will be better understood in connection with the synthetic schemes that described in various working examples and which illustrate non-limiting methods by which the compounds of formula (I) may be prepared.

#### **Pharmaceutical Compositions**

**[00102]** Another aspect of the present disclosure is directed to a pharmaceutical composition that includes a therapeutically effective amount of a compound of formula (I) or a pharmaceutically acceptable salt or stereoisomer thereof, and a pharmaceutically acceptable carrier. The term “pharmaceutically acceptable carrier,” as known in the art, refers to a pharmaceutically acceptable material, composition or vehicle, suitable for administering compounds of the present disclosure to mammals. Suitable carriers may include, for example, liquids (both aqueous and non-aqueous alike, and combinations thereof), solids, encapsulating materials, gases, and combinations thereof (*e.g.*, semi-solids), and gases, that function to carry or transport the compound from one organ, or portion of the body, to another organ, or portion of the body. A carrier is “acceptable” in the sense

of being physiologically inert to and compatible with the other ingredients of the formulation and not injurious to the subject or patient. Depending on the type of formulation, the composition may also include one or more pharmaceutically acceptable excipients.

**[00103]** Broadly, compounds of formula (I) and their pharmaceutically acceptable salts and stereoisomers may be formulated into a given type of composition in accordance with conventional pharmaceutical practice such as conventional mixing, dissolving, granulating, dragee-making, levigating, emulsifying, encapsulating, entrapping and compression processes (*see, e.g.,* Remington: *The Science and Practice of Pharmacy* (20th ed.), ed. A. R. Gennaro, Lippincott Williams & Wilkins, 2000 and *Encyclopedia of Pharmaceutical Technology*, eds. J. Swarbrick and J. C. Boylan, 1988-1999, Marcel Dekker, New York). The type of formulation depends on the mode of administration which may include enteral (*e.g.,* oral, buccal, sublingual and rectal), parenteral (*e.g.,* subcutaneous (*s.c.*), intravenous (*i.v.*), intramuscular (*i.m.*), and intrasternal injection, or infusion techniques, intra-ocular, intra-arterial, intramedullary, intrathecal, intraventricular, transdermal, interdermal, intravaginal, intraperitoneal, mucosal, nasal, intratracheal instillation, bronchial instillation, and inhalation) and topical (*e.g.,* transdermal). In general, the most appropriate route of administration will depend upon a variety of factors including, for example, the nature of the agent (*e.g.,* its stability in the environment of the gastrointestinal tract), and/or the condition of the subject (*e.g.,* whether the subject is able to tolerate oral administration). For example, parenteral (*e.g.,* intravenous) administration may also be advantageous in that the compound may be administered relatively quickly such as in the case of a single-dose treatment and/or an acute condition.

**[00104]** In some embodiments, the compounds of formula (I) are formulated for oral or intravenous administration (*e.g.,* systemic intravenous injection).

**[00105]** Accordingly, compounds of formula (I) may be formulated into solid compositions (*e.g.,* powders, tablets, dispersible granules, capsules, cachets, and suppositories), liquid compositions (*e.g.,* solutions in which the compound is dissolved, suspensions in which solid particles of the compound are dispersed, emulsions, and solutions containing liposomes, micelles, or nanoparticles, syrups and elixirs); semi-solid compositions (*e.g.,* gels, suspensions and creams); and gases (*e.g.,* propellants for aerosol compositions). Compounds may also be formulated for rapid, intermediate or extended release.

**[00106]** Solid dosage forms for oral administration include capsules, tablets, pills, powders, and

granules. In such solid dosage forms, the active compound is mixed with a carrier such as sodium citrate or dicalcium phosphate and an additional carrier or excipient such as a) fillers or extenders such as starches, lactose, sucrose, glucose, mannitol, and silicic acid, b) binders such as, for example, methylcellulose, microcrystalline cellulose, hydroxypropylmethylcellulose, carboxymethylcellulose, sodium carboxymethylcellulose, alginates, gelatin, polyvinylpyrrolidinone, sucrose, and acacia, c) humectants such as glycerol, d) disintegrating agents such as crosslinked polymers (*e.g.*, crosslinked polyvinylpyrrolidone (crospovidone), crosslinked sodium carboxymethyl cellulose (croscarmellose sodium), sodium starch glycolate, agar-agar, calcium carbonate, potato or tapioca starch, alginic acid, certain silicates, and sodium carbonate, e) solution retarding agents such as paraffin, f) absorption accelerators such as quaternary ammonium compounds, g) wetting agents such as, for example, cetyl alcohol and glycerol monostearate, h) absorbents such as kaolin and bentonite clay, and i) lubricants such as talc, calcium stearate, magnesium stearate, solid polyethylene glycols, sodium lauryl sulfate, and mixtures thereof. In the case of capsules, tablets and pills, the dosage form may also include buffering agents. Solid compositions of a similar type may also be employed as fillers in soft and hard-filled gelatin capsules using such excipients as lactose or milk sugar as well as high molecular weight polyethylene glycols and the like. The solid dosage forms of tablets, dragees, capsules, pills, and granules can be prepared with coatings and shells such as enteric coatings and other coatings. They may further contain an opacifying agent.

**[00107]** In some embodiments, compounds of formula (I) may be formulated in a hard or soft gelatin capsule. Representative excipients that may be used include pregelatinized starch, magnesium stearate, mannitol, sodium stearyl fumarate, lactose anhydrous, microcrystalline cellulose and croscarmellose sodium. Gelatin shells may include gelatin, titanium dioxide, iron oxides and colorants.

**[00108]** Liquid dosage forms for oral administration include solutions, suspensions, emulsions, micro-emulsions, syrups and elixirs. In addition to the compound, the liquid dosage forms may contain an aqueous or non-aqueous carrier (depending upon the solubility of the compounds) commonly used in the art such as, for example, water or other solvents, solubilizing agents and emulsifiers such as ethyl alcohol, isopropyl alcohol, ethyl carbonate, ethyl acetate, benzyl alcohol, benzyl benzoate, propylene glycol, 1,3-butylene glycol, dimethylformamide, oils (in particular, cottonseed, groundnut, corn, germ, olive, castor, and sesame oils), glycerol, tetrahydrofurfuryl

alcohol, polyethylene glycols and fatty acid esters of sorbitan, and mixtures thereof. Oral compositions may also include an excipients such as wetting agents, suspending agents, coloring, sweetening, flavoring, and perfuming agents.

**[00109]** Injectable preparations for parenteral administration may include sterile aqueous solutions or oleaginous suspensions. They may be formulated according to standard techniques using suitable dispersing or wetting agents and suspending agents. The sterile injectable preparation may also be a sterile injectable solution, suspension or emulsion in a nontoxic parenterally acceptable diluent or solvent, for example, as a solution in 1,3-butanediol. Among the acceptable vehicles and solvents that may be employed are water, Ringer's solution, U.S.P. and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium. For this purpose any bland fixed oil can be employed including synthetic mono- or diglycerides. In addition, fatty acids such as oleic acid are used in the preparation of injectables. The injectable formulations can be sterilized, for example, by filtration through a bacterial-retaining filter, or by incorporating sterilizing agents in the form of sterile solid compositions which can be dissolved or dispersed in sterile water or other sterile injectable medium prior to use. The effect of the compound may be prolonged by slowing its absorption, which may be accomplished by the use of a liquid suspension or crystalline or amorphous material with poor water solubility. Prolonged absorption of the compound from a parenterally administered formulation may also be accomplished by suspending the compound in an oily vehicle.

**[00110]** In certain embodiments, compounds of formula (I) may be administered in a local rather than systemic manner, for example, via injection of the conjugate directly into an organ, often in a depot preparation or sustained release formulation. In specific embodiments, long-acting formulations are administered by implantation (for example subcutaneously or intramuscularly) or by intramuscular injection. Injectable depot forms are made by forming microencapsule matrices of the compound in a biodegradable polymer, *e.g.*, polylactide-polyglycolides, poly(orthoesters) and poly(anhydrides). The rate of release of the compound may be controlled by varying the ratio of compound to polymer and the nature of the particular polymer employed. Depot injectable formulations are also prepared by entrapping the compound in liposomes or microemulsions that are compatible with body tissues. Furthermore, in other embodiments, the compound is delivered in a targeted drug delivery system, for example, in a liposome coated with organ-specific antibody.

In such embodiments, the liposomes are targeted to and taken up selectively by the organ.

**[00111]** The compositions may be formulated for buccal or sublingual administration, examples of which include tablets, lozenges and gels.

**[00112]** The compounds of formula (I) may be formulated for administration by inhalation. Various forms suitable for administration by inhalation include aerosols, mists or powders. Pharmaceutical compositions may be delivered in the form of an aerosol spray presentation from pressurized packs or a nebulizer, with the use of a suitable propellant (*e.g.*, dichlorodifluoromethane, trichlorofluoromethane, dichlorotetrafluoroethane, carbon dioxide or other suitable gas). In some embodiments, the dosage unit of a pressurized aerosol may be determined by providing a valve to deliver a metered amount. In some embodiments, capsules and cartridges including gelatin, for example, for use in an inhaler or insufflator, may be formulated containing a powder mix of the compound and a suitable powder base such as lactose or starch.

**[00113]** Compounds of formula (I) may be formulated for topical administration which as used herein, refers to administration intradermally of the formulation to the epidermis. These types of compositions are typically in the form of ointments, pastes, creams, lotions, gels, solutions and sprays.

**[00114]** Representative examples of carriers useful in formulating compounds for topical application include solvents (*e.g.*, alcohols, poly alcohols, water), creams, lotions, ointments, oils, plasters, liposomes, powders, emulsions, microemulsions, and buffered solutions (*e.g.*, hypotonic or buffered saline). Creams, for example, may be formulated using saturated or unsaturated fatty acids such as stearic acid, palmitic acid, oleic acid, palmito-oleic acid, cetyl, or oleyl alcohols. Creams may also contain a non-ionic surfactant such as polyoxy-40-stearate.

**[00115]** In some embodiments, the topical formulations may also include an excipient, an example of which is a penetration enhancing agent. These agents are capable of transporting a pharmacologically active compound through the *stratum corneum* and into the epidermis or dermis, preferably, with little or no systemic absorption. A wide variety of compounds have been evaluated as to their effectiveness in enhancing the rate of penetration of drugs through the skin. *See, for example, Percutaneous Penetration Enhancers*, Maibach H. I. and Smith H. E. (eds.), CRC Press, Inc., Boca Raton, Fla. (1995), which surveys the use and testing of various skin penetration enhancers, and Buyuktimkin *et al.*, *Chemical Means of Transdermal Drug Permeation Enhancement in Transdermal and Topical Drug Delivery Systems*, Gosh T. K., Pfister W. R., Yum

S. I. (Eds.), Interpharm Press Inc., Buffalo Grove, Ill. (1997). Representative examples of penetration enhancing agents include triglycerides (*e.g.*, soybean oil), aloe compositions (*e.g.*, aloe-vera gel), ethyl alcohol, isopropyl alcohol, octolyphenylpolyethylene glycol, oleic acid, polyethylene glycol 400, propylene glycol, N-decylmethylsulfoxide, fatty acid esters (*e.g.*, isopropyl myristate, methyl laurate, glycerol monooleate, and propylene glycol monooleate), and N-methylpyrrolidone.

**[00116]** Representative examples of yet other excipients that may be included in topical as well as in other types of formulations (to the extent they are compatible), include preservatives, antioxidants, moisturizers, emollients, buffering agents, solubilizing agents, skin protectants, and surfactants. Suitable preservatives include alcohols, quaternary amines, organic acids, parabens, and phenols. Suitable antioxidants include ascorbic acid and its esters, sodium bisulfite, butylated hydroxytoluene, butylated hydroxyanisole, tocopherols, and chelating agents like EDTA and citric acid. Suitable moisturizers include glycerin, sorbitol, polyethylene glycols, urea, and propylene glycol. Suitable buffering agents include citric, hydrochloric, and lactic acid buffers. Suitable solubilizing agents include quaternary ammonium chlorides, cyclodextrins, benzyl benzoate, lecithin, and polysorbates. Suitable skin protectants include vitamin E oil, allantoin, dimethicone, glycerin, petrolatum, and zinc oxide.

**[00117]** Transdermal formulations typically employ transdermal delivery devices and transdermal delivery patches wherein the compound is formulated in lipophilic emulsions or buffered, aqueous solutions, dissolved and/or dispersed in a polymer or an adhesive. Patches may be constructed for continuous, pulsatile, or on demand delivery of pharmaceutical agents. Transdermal delivery of the compounds may be accomplished by means of an iontophoretic patch. Transdermal patches may provide controlled delivery of the compounds wherein the rate of absorption is slowed by using rate-controlling membranes or by trapping the compound within a polymer matrix or gel. Absorption enhancers may be used to increase absorption, examples of which include absorbable pharmaceutically acceptable solvents that assist passage through the skin.

**[00118]** Ophthalmic formulations include eye drops.

**[00119]** Formulations for rectal administration include enemas, rectal gels, rectal foams, rectal aerosols, and retention enemas, which may contain conventional suppository bases such as cocoa butter or other glycerides, as well as synthetic polymers such as polyvinylpyrrolidone, PEG, and

the like. Compositions for rectal or vaginal administration may also be formulated as suppositories which can be prepared by mixing the compound with suitable non-irritating carriers and excipients such as cocoa butter, mixtures of fatty acid glycerides, polyethylene glycol, suppository waxes, and combinations thereof, all of which are solid at ambient temperature but liquid at body temperature and therefore melt in the rectum or vaginal cavity and release the compound.

### **Dosage Amounts**

[00120] As used herein, the term, "therapeutically effective amount" refers to an amount of a compound of formula (I) or a pharmaceutically acceptable salt or a stereoisomer thereof that is effective in producing the desired therapeutic response in a particular patient suffering from a disease or disorder mediated by aberrant BCL6 activity. The term "therapeutically effective amount" thus includes the amount of the compound or a pharmaceutically acceptable salt or a stereoisomer thereof, that when administered, induces a positive modification in the disease or disorder to be treated, or is sufficient to prevent development or progression of the disease or disorder, or alleviate to some extent, one or more of the symptoms of the disease or disorder being treated in a subject, or which simply kills or inhibits the growth of diseased (*e.g.*, cancer) cells, or reduces the amounts of BCL6 in diseased cells.

[00121] The total daily dosage of the compounds and usage thereof may be decided in accordance with standard medical practice, *e.g.*, by the attending physician using sound medical judgment. The specific therapeutically effective dose for any particular subject may depend upon a variety of factors including the disease or disorder being treated and the severity thereof (*e.g.*, its present status); the age, body weight, general health, sex and diet of the subject; the time of administration, route of administration, and rate of excretion of the specific compound employed; the duration of the treatment; drugs used in combination or coincidental with the compound; and like factors well known in the medical arts (*see*, for example, *Goodman and Gilman's, The Pharmacological Basis of Therapeutics*, 10th Edition, A. Gilman, J. Hardman and L. Limbird, eds., McGraw-Hill Press, 155-173, 2001).

### **Methods of Use**

[00122] In some aspects, the present disclosure is directed to treating diseases or disorders that involves (*e.g.*, characterized or mediated by) aberrant (*e.g.*, elevated levels of BCL6 or otherwise functionally abnormal *e.g.*, deregulated BCL6 levels) BCL6 activity relative to a non-pathological state. The methods entail administering a therapeutically effective amount of a compound of

formula (I) or a pharmaceutically acceptable salt or stereoisomer thereof, to a subject in need thereof.

**[00123]** The term “subject” (or “patient”) as used herein includes all members of the animal kingdom prone to or suffering from the cancer. In some embodiments, the subject is a mammal, *e.g.*, a human or a non-human mammal. The methods are also applicable to companion animals such as dogs and cats. A subject “in need of” treatment according to the present disclosure may be “suffering from or suspected of suffering from” a specific cancer may have been positively diagnosed or otherwise presents with a sufficient number of risk factors or a sufficient number or combination of signs or symptoms such that a medical professional could diagnose or suspect that the subject is suffering from the cancer. Thus, subjects suffering from a specific disease or disorder, and subjects suspected of suffering from a specific disease or disorder are not necessarily two distinct groups.

**[00124]** In some embodiments, the methods are directed to treating subjects having cancer. The methods embrace treatment of adult tumors/cancers and pediatric tumors/cancers. The cancers may be vascularized, or not yet substantially vascularized, or non-vascularized tumors.

**[00125]** In some embodiments, the cancer is a lymphoid malignancy.

**[00126]** In some embodiments, the lymphoid malignancy is peripheral T-cell lymphoma (PTCL), diffuse large B-cell lymphoma (DLBCL), mantle cell lymphoma (MCL), follicular lymphoma (FL), chronic lymphocytic leukemia (CLL), acute lymphoblastic leukemia/lymphoma (ALL), or cutaneous T-cell lymphoma.

**[00127]** In some embodiments, methods of the present disclosure entail treatment of subjects having cell proliferative diseases or disorders of the hematological system.

**[00128]** In some embodiments, the methods are directed to treating subjects having an inflammatory disease or disorder.

**[00129]** In some embodiments, the inflammatory disease or disorder is inflammatory bowel disease, myocarditis, endometriosis, atherosclerosis, an allergic disease or disorder, or an autoimmune disease or disorder. In some embodiments, the allergic disease or disorder is asthma or pollinosis. In some embodiments, the autoimmune disease is noninfectious meningitis, autoimmune encephalitis, transverse myelitis, or acute disseminated encephalomyelitis.

**[00130]** Compounds of formula (I) may be administered to a cancer patient as a monotherapy or by way of combination therapy. Therapy may be “front/first-line”, *i.e.*, as an initial treatment in

patients who have undergone no prior anti-cancer treatment regimens, either alone or in combination with other treatments; or "second-line", as a treatment in patients who have undergone a prior anti-cancer treatment regimen, either alone or in combination with other treatments; or as "third-line", "fourth-line", *etc.* treatments, either alone or in combination with other treatments. Therapy may also be given to patients who have had previous treatments which were unsuccessful or partially successful but who became unresponsive or intolerant to the particular treatment. Therapy may also be given as an adjuvant treatment, *i.e.*, to prevent reoccurrence of *cancer* in patients with no currently detectable disease or after surgical removal of a tumor. Thus, in some embodiments, the compounds may be administered to a patient who has received another therapy, such as chemotherapy, radioimmunotherapy, surgical therapy, immunotherapy, radiation therapy, targeted therapy or any combination thereof.

**[00131]** The methods of the present disclosure may entail administration of a compound of formula (I) or a pharmaceutical composition thereof to the patient in a single dose or in multiple doses (*e.g.*, 1, 2, 3, 4, 5, 6, 7, 8, 10, 15, 20, or more doses). For example, the frequency of administration may range from once a day up to about once every eight weeks. In some embodiments, the frequency of administration ranges from about once a day for 1, 2, 3, 4, 5, or 6 weeks, and in other embodiments entails at least one 28-day cycle which includes daily administration for 3 weeks (21 days) followed by a 7-day "off" period. In other embodiments, the compound may be dosed twice a day (BID) over the course of two and a half days (for a total of 5 doses) or once a day (QD) over the course of two days (for a total of 2 doses). In other embodiments, the compound may be dosed once a day (QD) over the course of 5 days.

#### **Combination Therapy**

**[00132]** The compounds of formula (I) and their pharmaceutically acceptable salts and stereoisomers may be used in combination or concurrently with at least one other active agent, *e.g.*, anti-cancer agent or regimen, in treating cancer. The terms "in combination" and "concurrently" in this context mean that the agents are co-administered, which includes substantially contemporaneous administration, by way of the same or separate dosage forms, and by the same or different modes of administration, or sequentially, *e.g.*, as part of the same treatment regimen, or by way of successive treatment regimens. Thus, if given sequentially, at the onset of administration of the second compound, the first of the two compounds is in some cases still detectable at effective concentrations at the site of treatment. The sequence and time interval may

be determined such that they can act together (*e.g.*, synergistically) to provide an increased benefit than if they were administered otherwise. For example, the therapeutics may be administered at the same time or sequentially in any order at different points in time; however, if not administered at the same time, they may be administered sufficiently close in time so as to provide the desired therapeutic effect, which may be in a synergistic fashion. Thus, the terms are not limited to the administration of the active agents at exactly the same time.

**[00133]** In some embodiments, the treatment regimen may include administration of a compound of formula (I) in combination with one or more additional therapeutics known for use in treating cancer. The dosage of the additional therapeutic may be the same or even lower than known or recommended doses. *See*, Hardman *et al.*, eds., *Goodman & Gilman's the Pharmacological Basis of Basis of Therapeutics*, 10th ed., McGraw-Hill, New York, 2001; *Physician's Desk Reference 60th ed.*, 2006. Anti-cancer agents that may be suitable for use in combination with the compounds are known in the art. *See, e.g.*, U.S. Patent 9,101,622 (Section 5.2 thereof) and U.S. Patent 9,345,705 B2 (Columns 12-18 thereof). Representative examples of additional anti-cancer agents and treatment regimens include radiation therapy, chemotherapeutics (*e.g.*, mitotic inhibitors, angiogenesis inhibitors, anti-hormones, autophagy inhibitors, alkylating agents, intercalating antibiotics, growth factor inhibitors, anti-androgens, signal transduction pathway inhibitors, anti-microtubule agents, platinum coordination complexes, HDAC inhibitors, proteasome inhibitors, and topoisomerase inhibitors), immunomodulators, therapeutic antibodies (*e.g.*, mono-specific and bispecific antibodies) and CAR-T therapy.

**[00134]** In some embodiments, a compound of formula (I) and the additional (*e.g.*, anticancer) therapeutic may be administered less than 5 minutes apart, less than 30 minutes apart, less than 1 hour apart, at about 1 hour apart, at about 1 to about 2 hours apart, at about 2 hours to about 3 hours apart, at about 3 hours to about 4 hours apart, at about 4 hours to about 5 hours apart, at about 5 hours to about 6 hours apart, at about 6 hours to about 7 hours apart, at about 7 hours to about 8 hours apart, at about 8 hours to about 9 hours apart, at about 9 hours to about 10 hours apart, at about 10 hours to about 11 hours apart, at about 11 hours to about 12 hours apart, at about 12 hours to 18 hours apart, 18 hours to 24 hours apart, 24 hours to 36 hours apart, 36 hours to 48 hours apart, 48 hours to 52 hours apart, 52 hours to 60 hours apart, 60 hours to 72 hours apart, 72 hours to 84 hours apart, 84 hours to 96 hours apart, or 96 hours to 120 hours part. The two or more (*e.g.*, anticancer) therapeutics may be administered within the same patient visit.

**[00135]** When the active components of the combination are not administered in the same pharmaceutical composition, it is understood that they can be administered in any order to a subject in need thereof. For example, a compound of the present disclosure can be administered prior to (*e.g.*, 5 minutes, 15 minutes, 30 minutes, 45 minutes, 1 hour, 2 hours, 4 hours, 6 hours, 12 hours, 24 hours, 48 hours, 72 hours, 96 hours, 1 week, 2 weeks, 3 weeks, 4 weeks, 5 weeks, 6 weeks, 8 weeks, or 12 weeks before), concomitantly with, or subsequent to (*e.g.*, 5 minutes, 15 minutes, 30 minutes, 45 minutes, 1 hour, 2 hours, 4 hours, 6 hours, 12 hours, 24 hours, 48 hours, 72 hours, 96 hours, 1 week, 2 weeks, 3 weeks, 4 weeks, 5 weeks, 6 weeks, 8 weeks, or 12 weeks after) the administration of the additional therapeutic, to a subject in need thereof. In various aspects, the therapeutics are administered 1 minute apart, 10 minutes apart, 30 minutes apart, less than 1 hour apart, 1 hour apart, 1 hour to 2 hours apart, 2 hours to 3 hours apart, 3 hours to 4 hours apart, 4 hours to 5 hours apart, 5 hours to 6 hours apart, 6 hours to 7 hours apart, 7 hours to 8 hours apart, 8 hours to 9 hours apart, 9 hours to 10 hours apart, 10 hours to 11 hours apart, 11 hours to 12 hours apart, no more than 24 hours apart or no more than 48 hours apart. In one example, the (*e.g.*, anticancer) therapeutics are administered within the same office visit. In another example, the combination anticancer therapeutics may be administered at 1 minute to 24 hours apart.

**[00136]** In some embodiments, a compound of formula (I) and the additional anti-cancer agent or therapeutic are cyclically administered. Cycling therapy involves the administration of one anticancer therapeutic for a period of time, followed by the administration of a second anti-cancer therapeutic for a period of time and repeating this sequential administration, *i.e.*, the cycle, in order to reduce the development of resistance to one or both of the anticancer therapeutics, to avoid or reduce the side effects of one or both of the anticancer therapeutics, and/or to improve the efficacy of the therapies. In one example, cycling therapy involves the administration of a first anticancer therapeutic for a period of time, followed by the administration of a second anticancer therapeutic for a period of time, optionally, followed by the administration of a third anticancer therapeutic for a period of time and so forth, and repeating this sequential administration, *i.e.*, the cycle in order to reduce the development of resistance to one of the anticancer therapeutics, to avoid or reduce the side effects of one of the anticancer therapeutics, and/or to improve the efficacy of the anticancer therapeutics.

**[00137]** In some embodiments, the compounds of the present disclosure may be used in combination with other anti-cancer agents, examples of which include Etoposide (*e.g.*,

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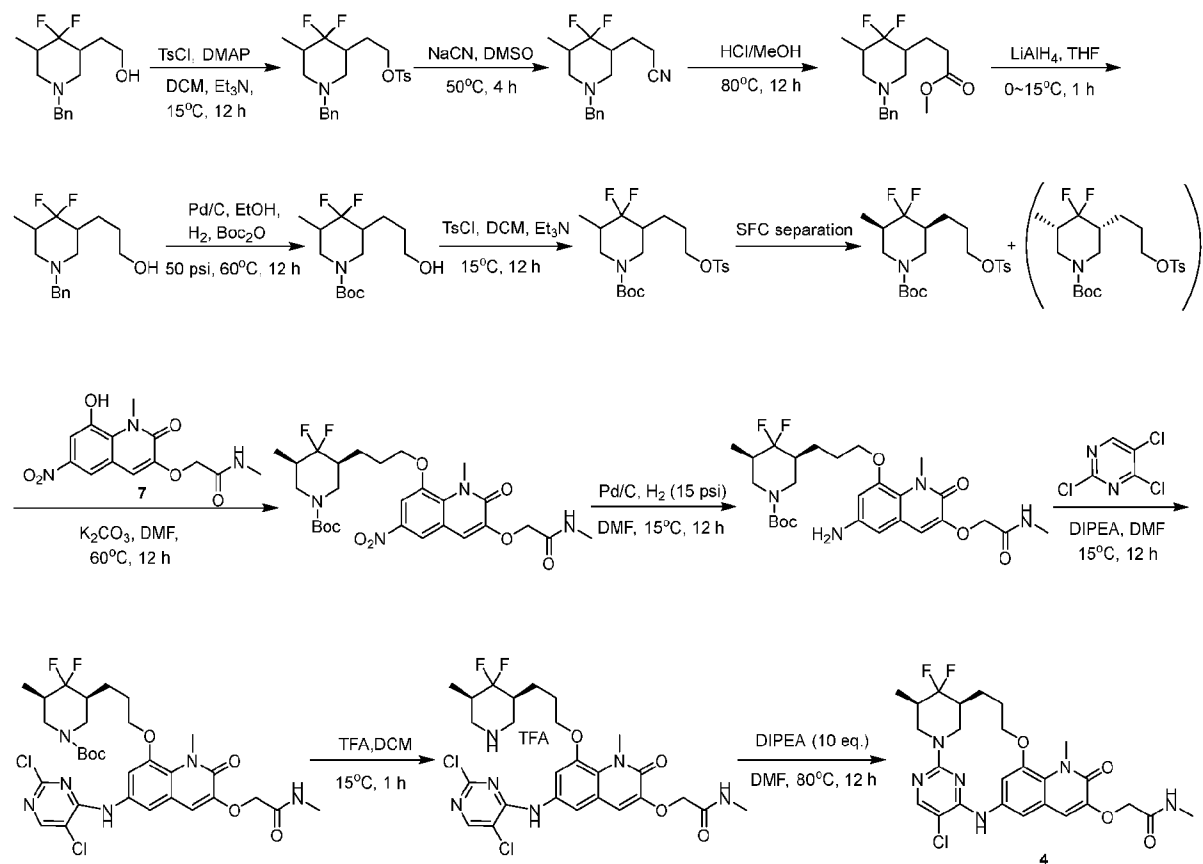
lymphomas, and non-lymphocytic leukemia), Vincristine (*e.g.*, leukemia), Daunorubicin (*e.g.*, acute myeloid leukemia (AML), acute lymphocytic leukemia (ALL), chronic myelogenous leukemia (CML), and Kaposi's sarcoma), Rituximab (*e.g.*, non-Hodgkin's lymphoma), Alemtuzumab (*e.g.*, chronic lymphocytic leukemia (CLL), cutaneous T-cell lymphoma (CTCL) and T-cell lymphoma), Bortezomib (*e.g.*, multiple myeloma and mantle cell lymphoma), Pegaspargase (*e.g.*, acute lymphoblastic leukemia), Keytruda<sup>®</sup> (*e.g.*, Hodgkin lymphoma), and dexamethasone (*e.g.*, acute multiple myeloma).

**[00138]** In some embodiments, the additional anti-cancer agent is an enhancer of zeste homolog 2 (EZH2) inhibitor, examples of which include tazemetostat, GSK126, lirametostat (CPI-1205), CPI-0209, PF-06821497, SHR2554, HH2853, valemetostat (DS3201), MAK-683, and FTX-6058.

**[00139]** These and other aspects of the present disclosure will be further appreciated upon consideration of the following Examples, which are intended to illustrate certain particular embodiments of the disclosure but are not intended to limit its scope, as defined by the claims.

## EXAMPLES

**[00140]** Example 1: Synthesis of 2-(((1<sup>3</sup>S,1<sup>5</sup>R)-2<sup>5</sup>-chloro-1<sup>4</sup>,1<sup>4</sup>-difluoro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5-oxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-N-methylacetamide (4)



**[00141]** 2-(1-Benzyl-4,4-difluoro-5-methyl-3-piperidyl)ethyl-4-methylbenzenesulfonate

**[00142]** To a solution of 2-(1-benzyl-4,4-difluoro-5-methyl-3-piperidyl)ethanol (10 g, 37.13 mmol, 1 eq) in DCM (210 mL) were added 4-methylbenzenesulfonyl chloride (8.49 g, 44.56 mmol, 1.2 eq), DMAP (453.60 mg, 3.71 mmol, 0.1 eq) and TEA (7.51 g, 74.26 mmol, 10.34 mL, 2 eq). The mixture was stirred at 15°C for 12 hr. After addition of water (200 mL), the solution (combined with another batch with the same scale) was extracted with DCM (300 mL x3). The combined organic phase was washed with brine (300 mL), dried over anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 0~50% Ethyl acetate/Petroleum ether gradient) to give the title compound as a yellow oil (22 g, 47.27 mmol, 64% yield, 91% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 7.75 (d, *J* = 8.11 Hz, 2H), 7.47 (br d, *J* = 7.87 Hz, 2H), 7.24 - 7.37 (m, 5H), 3.98 - 4.13 (m, 2H), 3.37 - 3.54 (m, 2H), 2.65 - 2.81 (m, 2H), 2.39 (s, 3H), 1.97 - 2.03 (m, 1H), 1.76 - 1.94 (m, 3H), 1.38 - 1.49 (m, 1H), 1.14 - 1.22 (m, 1H), 0.84 (d, *J* = 6.68 Hz, 3H).

**[00143]** 3-(1-Benzyl-4,4-difluoro-5-methyl-3-piperidyl)propanenitrile

**[00144]** To a mixture of 2-(1-benzyl-4,4-difluoro-5-methyl-3-piperidyl)ethyl-4-methyl-benzenesulfonate (22 g, 51.95 mmol, 1 eq) in DMSO (450 mL) was added NaCN (11.55 g, 235.68 mmol, 4.54 eq) under N<sub>2</sub>. The mixture was stirred at 50°C for 4 hours. The reaction mixture was cooled to 15°C, diluted with H<sub>2</sub>O (1000 mL), extracted with EtOAc (1000 mL x2), the combined organic phase was washed with brine (1000 mL), dried over anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 0~50% Ethyl acetate/Petroleum ether gradient) to give the title compound as a yellow oil (8 g, 25.29 mmol, 49% yield, 88% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 7.21 - 7.40 (m, 5H), 3.56 - 3.70 (m, 1H), 3.41 - 3.52 (m, 1H), 2.90 - 3.11 (m, 1H), 2.67 - 2.79 (m, 1H), 2.52 - 2.63 (m, 2H), 2.02 - 2.20 (m, 2H), 1.78 - 1.98 (m, 3H), 1.47 (dq, *J* = 14.38, 7.37 Hz, 1H), 0.88 (d, *J* = 6.79 Hz, 3H).

**[00145]** *Methyl 3-(1-benzyl-4,4-difluoro-5-methyl-3-piperidyl)propanoate*

**[00146]** A mixture of 3-(1-benzyl-4,4-difluoro-5-methyl-3-piperidyl)propanenitrile (8 g, 28.74 mmol, 1 eq) in HCl/MeOH (160 mL) was stirred at 80°C for 12 hr. The mixture was concentrated *in vacuo*. To the residue was added sat. NaHCO<sub>3</sub> (100 mL) to pH = 8, then it was extracted with ethyl acetate (100 mL x2). The combined organic phase was washed with brine (100 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 0~50% Ethyl acetate/Petroleum ether gradient) to give the title compound as a yellow oil (4.9 g, 15.74 mmol, 55% yield). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.25 - 7.38 (m, 5H), 3.66 (s, 3H), 3.45 - 3.60 (m, 2H), 2.82 - 2.91 (m, 1H), 2.69 - 2.80 (m, 1H), 2.39 (t, *J* = 7.70 Hz, 2H), 1.90 - 2.19 (m, 5H), 1.48 - 1.61 (m, 1H), 0.97 (d, *J* = 6.72 Hz, 3H).

**[00147]** *3-(1-Benzyl-4,4-difluoro-5-methyl-3-piperidyl)propan-1-ol*

**[00148]** To a mixture of methyl 3-(1-benzyl-4,4-difluoro-5-methyl-3-piperidyl)propanoate (7.07 g, 22.71 mmol, 1 eq) in THF (70 mL) was added LiAlH<sub>4</sub> (1.03 g, 27.25 mmol, 1.2 eq) slowly at 0°C under N<sub>2</sub>. The mixture was stirred at 15°C for 1 hour. To the mixture was added water (~1 mL) at 15 °C dropwise until no bubbles occurred. The mixture was dried with anhydrous Na<sub>2</sub>SO<sub>4</sub> (~20 g) and stirred at 15°C for 10 min. Then the mixture was filtered and the filtrate was concentrated *in vacuo* to give the title compound as a colorless oil (4.9 g, 15.04 mmol, 66% yield, 87% purity). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.27 - 7.19 (m, 5H), 3.56 - 3.38 (m, 4H), 2.84 -

2.82 (m, 1H), 2.65 - 2.62 (m, 1H), 1.96 - 1.87 (m, 4H), 1.75 - 1.65 (m, 1H), 1.53 - 1.49 (m, 3H), 1.20 - 1.16 (m, 1H), 0.88 (d,  $J = 6.80$  Hz, 3H).

**[00149]** *tert-Butyl 4,4-difluoro-3-(3-hydroxypropyl)-5-methyl-piperidine-1-carboxylate*

**[00150]** To a solution of 3-(1-benzyl-4,4-difluoro-5-methyl-3-piperidyl)propan-1-ol (4.9 g, 17.29 mmol, 1 eq) in EtOH (50 mL) was added Pd/C (1 g, 10% purity) and  $\text{Boc}_2\text{O}$  (7.55 g, 34.59 mmol, 7.95 mL, 2 eq) under Ar. The suspension was degassed under vacuum and purged with  $\text{H}_2$  several times. The mixture was stirred under  $\text{H}_2$  (50 psi) at  $60^\circ\text{C}$  for 12 hours. The reaction mixture was filtered and the filtrate was concentrated *in vacuo* to give the title compound as a gray oil (6.6 g, crude).  $^1\text{H}$  NMR (400 MHz,  $\text{CDCl}_3$ )  $\delta$  ppm 4.22 - 3.95 (m, 3H), 3.67 - 3.63 (m, 2H), 2.57 (s, 2H), 1.86 - 1.82 (m, 2H), 1.66 - 1.60 (m, 2H), 1.47 - 1.45 (m, 9H), 1.29 - 1.25 (m, 2H), 1.00 (d,  $J = 6.40$  Hz, 3H).

**[00151]** *tert-Butyl 4,4-difluoro-3-methyl-5-[3-(p-tolylsulfonyloxy)propyl]piperidine-1-carboxylate*

**[00152]** To a solution of *tert*-butyl 4,4-difluoro-3-(3-hydroxypropyl)-5-methyl-piperidine-1-carboxylate (6.6 g, 22.50 mmol, 1 eq) in DCM (70 mL) were added TEA (4.55 g, 45.00 mmol, 6.26 mL, 2 eq) and TsCl (4.29 g, 22.50 mmol, 1 eq) at  $15^\circ\text{C}$ . The mixture was stirred at  $15^\circ\text{C}$  for 12 hours. Water (100 mL) was added to the mixture, following by extracting with DCM (100 mL x2). The combined organic phase was washed with brine (120 mL), dried with anhydrous  $\text{Na}_2\text{SO}_4$ , filtered and the filtrate was concentrated *in vacuo*. The residue was purified by silica gel chromatography (column height: 250 mm, diameter: 100 mm, 100-200 mesh silica gel, Petroleum ether/Ethyl acetate = 10/1, 3/1) to give the title compound as a yellow oil (5.6 g, 12.30 mmol, 55% yield, 98% purity).  $^1\text{H}$  NMR (400 MHz,  $\text{CDCl}_3$ )  $\delta$  ppm 7.79 (d,  $J = 8.40$  Hz, 2H), 7.36 (d,  $J = 8.00$  Hz, 2H), 4.13 - 4.02 (m, 4H), 2.56 (br s, 2H), 2.46 (s, 3H), 1.86 - 1.83 (m, 1H), 1.75 - 1.70 (m, 4H), 1.46 (s, 9H), 1.28 - 1.23 (m, 1H), 1.00 (d,  $J = 6.80$  Hz, 3H).

**[00153]** *tert-butyl (3R,5S)-4,4-difluoro-3-methyl-5-[3-(p-tolylsulfonyloxy)propyl]piperidine-1-carboxylate (10C) and tert-butyl (3S,5R)-4,4-difluoro-3-methyl-5-[3-(p-tolylsulfonyloxy)propyl]piperidine-1-carboxylate*

**[00154]** *tert*-Butyl-4,4-difluoro-3-methyl-5-[3-(p-tolylsulfonyloxy)propyl]piperidine-1-carboxylate (3 g, 6.70 mmol, 1 eq) was separated by SFC (column: DAICEL CHIRALPAK IC (250 mm \* 50 mm, 10  $\mu\text{m}$ ); mobile phase: [0.1%  $\text{NH}_3\text{H}_2\text{O}$  IPA]; B%: 35%- 35%, 4.5 min) to give *tert*-butyl (3R,5S)-4,4-difluoro-3-methyl-5-[3-(p-tolylsulfonyloxy)propyl]piperidine-1-

carboxylate (1.3 g, 2.87 mmol, 43% yield, 99% purity) as a colorless oil and *tert*-butyl (3*S*,5*R*)-4,4-difluoro-3-methyl-5-[3-(*p*-tolylsulfonyloxy)propyl]piperidine-1-carboxylate (1.3 g, 2.84 mmol, 42% yield, 98% purity) as a colorless oil. <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.79 (d, *J* = 8.11 Hz, 2H), 7.35 (br d, *J* = 7.99 Hz, 2H), 3.85 - 4.19 (m, 4H), 2.35 - 2.75 (m, 5H), 1.67 - 1.97 (m, 5H), 1.46 (s, 9H), 1.20 - 1.32 (m, 1H), 0.96 - 1.04 (m, 3 H). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.79 (d, *J* = 8.34 Hz, 2H), 7.36 (d, *J* = 7.99 Hz, 2H), 3.88 - 4.17 (m, 4H), 2.48 - 2.68 (m, 2H), 2.46 (s, 3H), 1.85 (br s, 1H), 1.63 - 1.80 (m, 4H), 1.46 (s, 9H), 1.18 - 1.32 (m, 1H), 1.00 (d, *J* = 6.68 Hz, 3 H).

**[00155]** *tert*-Butyl (3*R*,5*S*)-4,4-difluoro-3-methyl-5-[3-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]propyl]piperidine-1-carboxylate

**[00156]** To a mixture of 2-[(8-hydroxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-*N*-methylacetamide (100 mg, 325.46 μmol, 1 eq) and *tert*-butyl (3*R*,5*S*)-4,4-difluoro-3-methyl-5-[3-(*p*-tolylsulfonyloxy)propyl]piperidine-1-carboxylate (218.48 mg, 488.19 μmol, 1.5 eq) in DMF (1 mL) was added K<sub>2</sub>CO<sub>3</sub> (89.96 mg, 650.92 μmol, 2 eq). The reaction mixture was then stirred at 60°C for 12 hr. The reaction mixture (combined with another batch with 60 mg scale) was treated with H<sub>2</sub>O (10 mL) and extracted with EtOAc (10 mL x3), the combined organic phase was washed with brine (20 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was triturated with (PE:EtOAc = 1:1, 5 mL) at 15°C for 30 min to give the title compound as a white solid (200 mg, 83% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.22 (br s, 1H), 7.90 (br d, *J* = 2.45 Hz, 1H), 7.77 (br s, 1H), 7.46 (s, 1H), 4.57 (s, 2H), 4.23 (br s, 2H), 4.00 - 4.15 (m, 1H), 3.90 (s, 4H), 2.56 - 2.69 (m, 5H), 1.83 - 2.08 (m, 5H), 1.40 (s, 10H), 0.94 (br d, *J* = 6.48 Hz, 3H). LCMS: [M+H]<sup>+</sup> = 583.4.

**[00157]** *tert*-Butyl(3*S*,5*R*)-3-[3-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate

**[00158]** To a solution of *tert*-butyl (3*R*,5*S*)-4,4-difluoro-3-methyl-5-[3-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]propyl]piperidine-1-carboxylate (150.00 mg, 257.47 μmol, 1 eq) in DMF (3 mL) was added Pd/C (0.1 g, 10% purity) under Ar. The suspension was degassed under vacuum and purged 3 times with H<sub>2</sub>. The mixture was stirred under H<sub>2</sub> (15 psi) at 15°C for 12 hours. The reaction mixture (combined with another batch with 50 mg scale) was filtered and the filtrate was concentrated *in vacuo* to give the title compound as a yellow oil (160 mg, crude). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.36 - 7.46 (m, 1H), 6.76 (s, 1H),

6.39 (d,  $J = 2.27$  Hz, 1H), 6.34 (d,  $J = 2.27$  Hz, 1H), 4.51 (s, 2H), 4.16 - 4.35 (m, 1H), 4.01 (br t,  $J = 5.84$  Hz, 2H), 3.97 (s, 3H), 3.65 - 3.84 (m, 1H), 2.89 (br s, 2H), 2.51 - 2.71 (m, 2H), 1.75 - 2.08 (m, 6H), 1.47 (s, 9H), 1.37 - 1.45 (m, 1H), 1.03 (d,  $J = 6.68$  Hz, 3H). LCMS:  $[M+H]^+ = 553.2$ .

**[00159]** *tert*-Butyl(3*S*,5*R*)-3-[3-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate

**[00160]** To a mixture of *tert*-butyl (3*S*,5*R*)-3-[3-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate (100 mg, 180.96  $\mu$ mol, 1 eq) and 2,4,5-trichloropyrimidine (66.38 mg, 361.92  $\mu$ mol, 2 eq) in DMF (1 mL) was added DIPEA (58.47 mg, 452.40  $\mu$ mol, 78.80  $\mu$ L, 2.5 eq). The reaction mixture was then stirred at 15°C for 12 hr. The reaction mixture (combined with another batch with 30 mg scale) was treated with H<sub>2</sub>O (2 mL), then the suspension was filtered and the solid was collected and dried *in vacuo*. The residue was purified by column chromatography (SiO<sub>2</sub>, Petroleum ether/THF = 1/1 to 0/1) to give the title compound as a white solid (130 mg, 73% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 9.57 (br s, 1H), 8.39 (br s, 1H), 7.92 (br s, 1H), 7.44 (br d,  $J = 7.63$  Hz, 2H), 7.13 (br s, 1H), 4.57 (br s, 2H), 4.09 (br s, 3H), 3.89 (br s, 4H), 2.58 - 2.73 (m, 5H), 1.81 - 2.02 (m, 5H), 1.39 (br s, 10H), 0.94 (br d,  $J = 5.75$  Hz, 3H). LCMS:  $[M+H]^+ = 699.4$ .

**[00161]** 2-[[6-[(2,5-Dichloropyrimidin-4-yl)amino]-8-[3-[(3*S*,5*R*)-4,4-difluoro-5-methyl-3-piperidyl]propoxy]-1-methyl-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide

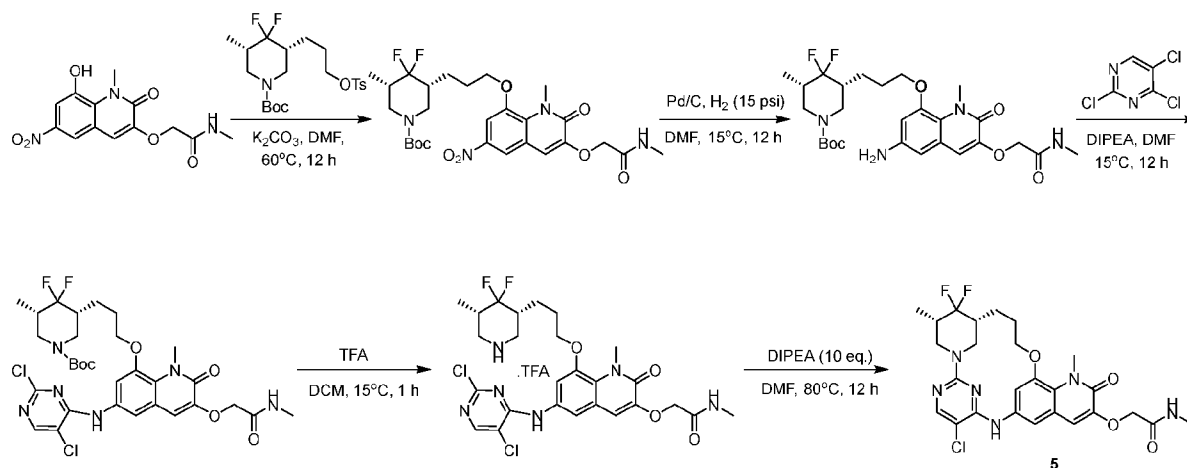
**[00162]** A solution of *tert*-butyl (3*S*,5*R*)-3-[3-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate (130 mg, 185.83  $\mu$ mol, 1 eq) in DCM (4 mL) and TFA (1.0 mL) was stirred at 15°C for 1 hr. The reaction mixture was concentrated *in vacuo* to give the title compound as a yellow oil (150 mg, crude, TFA salt). LCMS:  $[M+H]^+ = 599.2$ .

**[00163]** 2-(((1<sup>3</sup>*S*,1<sup>5</sup>*R*)-2<sup>5</sup>-chloro-1<sup>4</sup>,1<sup>4</sup>-difluoro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5-oxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (4)

**[00164]** To a solution of 2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-8-[3-[(3*S*,5*R*)-4,4-difluoro-5-methyl-3-piperidyl]propoxy]-1-methyl-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide (150 mg, 210.24  $\mu$ mol, 1 eq, TFA) in DMF (1.5 mL) was added DIPEA (271.71 mg, 2.10 mmol, 366.19  $\mu$ L, 10 eq). The reaction mixture was then stirred at 80°C for 12 hr. The reaction mixture was

concentrated *in vacuo* to give a residue which was purified by prep-HPLC (column: Phenomenex C18 75 \* 30 mm \* 3µm; mobile phase: [water (NH<sub>4</sub>HCO<sub>3</sub>)-ACN]; B%: 45%-75%, 8 min) to give the title compound as a white solid (15 mg, 25.84 µmol, 12% yield, 97% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.99 (s, 1H), 8.10 (s, 1H), 7.95 (br d, *J* = 4.29 Hz, 1H), 7.86 (d, *J* = 1.55 Hz, 1H), 7.06 (s, 2H), 4.45 - 4.72 (m, 5H), 4.14 - 4.24 (m, 1H), 3.84 (s, 3H), 2.74 (br t, *J* = 12.64 Hz, 1H), 2.66 (d, *J* = 4.53 Hz, 3H), 2.53 - 2.60 (m, 1H), 2.29 - 2.42 (m, 1H), 1.84 - 2.02 (m, 2H), 1.59 - 1.81 (m, 2H), 1.32 - 1.42 (m, 1H), 0.97 (d, *J* = 6.68 Hz, 3H). LCMS: [M+H]<sup>+</sup>=563.3.

**[00165]** Example 2: Synthesis of 2-(((1<sup>3</sup>R,1<sup>5</sup>S)-2<sup>5</sup>-chloro-1<sup>4</sup>,1<sup>4</sup>-difluoro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5-oxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (5)



**[00166]** *tert*-Butyl (3*S*,5*R*)-4,4-difluoro-3-methyl-5-[3-[[1-methyl-3-[2-(methylamino)-2-oxoethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]propyl]piperidine-1-carboxylate

**[00167]** To a solution of 2-[(8-hydroxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-*N*-methylacetamide (120 mg, 390.55 µmol, 1 eq) in DMF (2 mL) was added K<sub>2</sub>CO<sub>3</sub> (107.96 mg, 781.10 µmol, 2 eq) and *tert*-butyl (3*S*,5*R*)-4,4-difluoro-3-methyl-5-[3-(ptolylsulfonyloxy)propyl]piperidine-1-carboxylate (262.18 mg, 585.83 µmol, 1.5 eq). The mixture was stirred at 60°C for 12 hr. The reaction mixture (combined with another batch with 30 mg scale) was cooled to 20°C and added water (2 mL). The mixture was filtered and the filter cake was washed with water (5 mL), then the filter cake was dried *in vacuo*. The crude product was triturated with Petroleum ether : Ethyl acetate=1/1 (~2 mL) at 20°C for 5 min. The mixture was filtered and the filter cake was dried *in vacuo* to give the title compound as a white solid (130 mg).

<sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.23 (d, *J* = 2.20 Hz, 1H), 7.93 (br d, *J* = 4.16 Hz, 1H), 7.76 (d, *J* = 2.20 Hz, 1H), 7.46 (s, 1H), 4.57 (s, 2H), 4.23 (br t, *J* = 5.20 Hz, 2H), 3.99 - 4.17 (m, 1H), 3.90 (s, 4H), 2.66 (d, *J* = 4.52 Hz, 5H), 1.79 - 2.11 (m, 5H), 1.40 (s, 10H), 0.94 (d, *J* = 6.60 Hz, 3H).

**[00168]** *tert*-Butyl (3*R*,5*S*)-3-[3-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate

**[00169]** To a solution of *tert*-butyl (3*S*,5*R*)-4,4-difluoro-3-methyl-5-[3-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]propyl]piperidine-1-carboxylate (100 mg, 171.65 μmol, 1 eq) in DMF (2 mL) was added Pd/C (40 mg, 10% purity) under Ar. The suspension was degassed under vacuum and purged 3 times with H<sub>2</sub>. The mixture was stirred under H<sub>2</sub> (15 psi) at 15°C for 12 hours. The reaction mixture (combined with another batch with 30 mg scale) was filtered through a pad of Celite® and the filtrate was concentrated *in vacuo* to give the title compound as a yellow solid (120 mg, crude). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 7.85 - 7.98 (m, 2H), 6.94 (s, 1H), 6.45 (d, *J* = 2.13 Hz, 1H), 6.26 (d, *J* = 2.25 Hz, 1H), 4.49 (s, 1H), 3.75 - 3.83 (m, 3H), 3.26 - 3.33 (m, 4H), 2.89 (s, 4H), 2.73 (s, 4H), 1.79 - 2.05 (m, 5H), 1.40 (s, 9H), 0.94 (d, *J* = 6.75 Hz, 3H).

**[00170]** *tert*-Butyl (3*R*,5*S*)-3-[3-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate

**[00171]** To a mixture of *tert*-butyl (3*R*,5*S*)-3-[3-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate (100 mg, 180.96 μmol, 1 eq) and 2,4,5-trichloropyrimidine (66.38 mg, 361.92 μmol, 2 eq) in DMF (1 mL) was added DIEA (58.47 mg, 452.40 μmol, 78.80 μL, 2.5 eq). The reaction mixture was then stirred at 15°C for 12 hr. The reaction mixture (combined with another batch with 20 mg scale) was treated with H<sub>2</sub>O (2 mL). Then the suspension was filtered and the solid was collected and dried *in vacuo*. The residue was purified by column chromatography (SiO<sub>2</sub>, Petroleum ether/THF = 1/1 to 0/1) to give the title compound as a black solid (110 mg, 94% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 9.58 (s, 1H), 8.40 (s, 1H), 7.93 (br d, *J* = 4.50 Hz, 1H), 7.44 (br d, *J* = 7.63 Hz, 2H), 7.13 (s, 1H), 4.57 (s, 2H), 4.09 (br t, *J* = 5.57 Hz, 2H), 3.89 (s, 4H), 3.30 (s, 2H), 2.55 - 2.71 (m, 5H), 1.81 - 2.08 (m, 5H), 1.39 (s, 9H), 0.94 (d, *J* = 6.75 Hz, 3H).

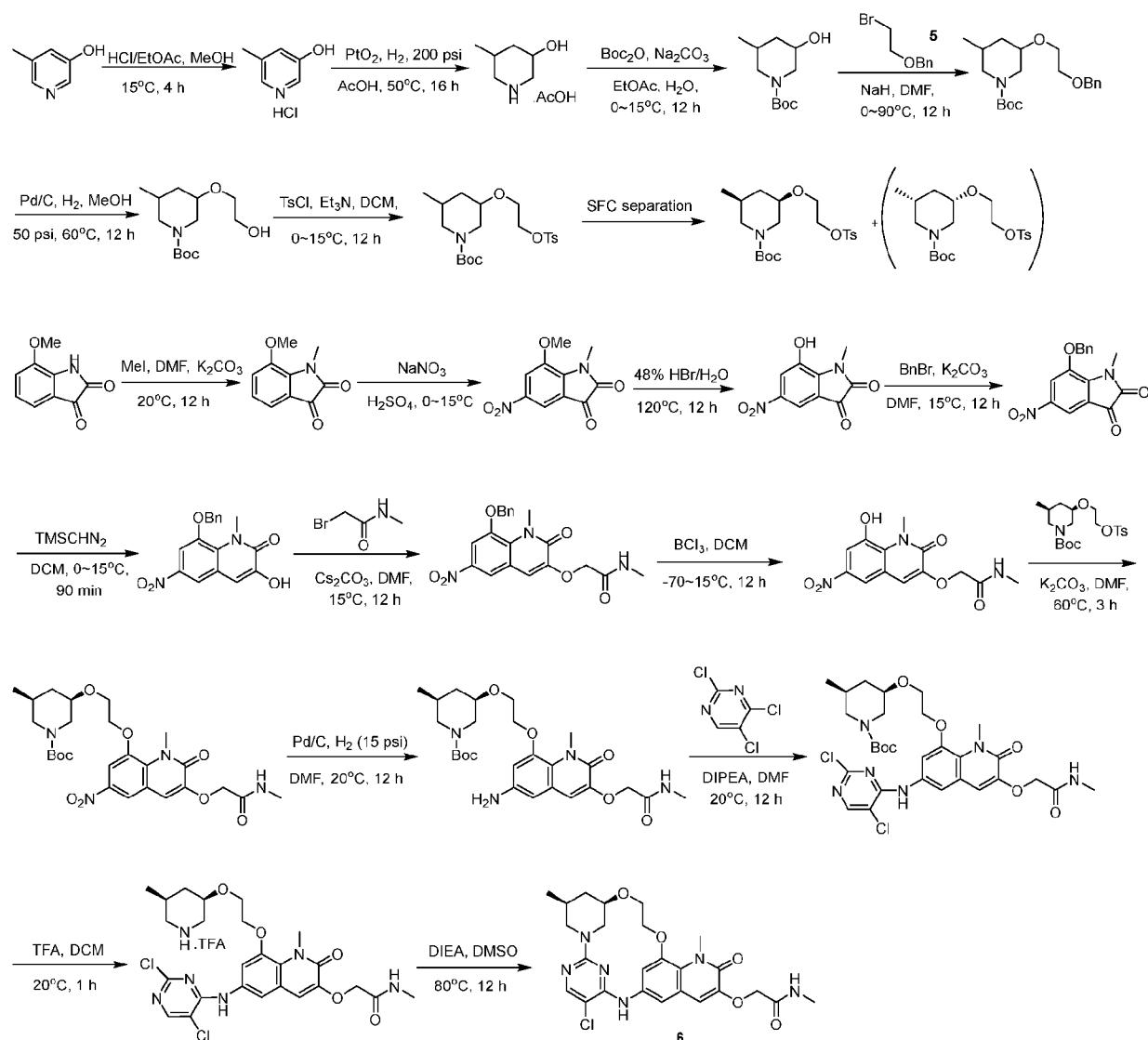
**[00172]** 2-[[6-[(2,5-Dichloropyrimidin-4-yl)amino]-8-[3-[(3*R*,5*S*)-4,4-difluoro-5-methyl-3-piperidyl]propoxy]-1-methyl-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide

**[00173]** A solution of *tert*-butyl (3*R*,5*S*)-3-[3-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]propyl]-4,4-difluoro-5-methyl-piperidine-1-carboxylate (80 mg, 114.36  $\mu$ mol, 1 eq) in TFA (800.00  $\mu$ L) and DCM (2.4 mL) was stirred at 15°C for 1 hr. The solution was concentrated *in vacuo* to give the title compound as a yellow oil (80 mg, crude, TFA salt). LCMS:  $[M+H]^+ = 599.3$ .

**[00174]** 2-(((1<sup>3</sup>*R*,1<sup>5</sup>*S*)-2<sup>5</sup>-Chloro-1<sup>4</sup>,1<sup>4</sup>-difluoro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5-oxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (5)

**[00175]** A mixture of 2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-8-[3-[(3*R*,5*S*)-4,4-difluoro-5-methyl-3-piperidyl]propoxy]-1-methyl-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide (80 mg, 112.13  $\mu$ mol, 1 eq, TFA), DIEA (144.92 mg, 1.12 mmol, 195.30  $\mu$ L, 10 eq) in DMF (1 mL) was stirred at 80°C for 12 hr. The solution (combined with another batch with 30 mg) was concentrated *in vacuo*. The residue was purified by prep-HPLC (column: Phenomenex C18 75 \* 30 mm \* 3 $\mu$ m; mobile phase: [water (NH<sub>4</sub>HCO<sub>3</sub>)-ACN]; B%: 30%-60%, 8 min) to give the title compound as a white solid (10 mg, 96% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 8.99 (s, 1H), 8.11 (s, 1H), 7.91 - 7.98 (m, 1H), 7.86 (d, *J* = 1.83 Hz, 1H), 7.01 - 7.09 (m, 2H), 4.64 - 4.72 (m, 1H), 4.54 - 4.63 (m, 3H), 4.49 - 4.54 (m, 1H), 4.14 - 4.24 (m, 1H), 3.85 (s, 3H), 2.74 (br t, *J* = 12.53 Hz, 1H), 2.66 (d, *J* = 4.65 Hz, 3H), 2.55 (br s, 1H), 2.29 - 2.44 (m, 1H), 1.82 - 2.05 (m, 2H), 1.59 - 1.82 (m, 2H), 1.28 - 1.42 (m, 1H), 0.97 (d, *J* = 6.72 Hz, 3H). LCMS:  $[M+H]^+ = 563.3$ .

**[00176]** Example 3: Synthesis of 2-(((1<sup>3</sup>*R*,1<sup>5</sup>*S*)-2<sup>5</sup>-chloro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5,8-dioxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (6)



**[00178]** To a solution of 5-methylpyridin-3-ol (10 g, 91.64 mmol, 1 eq) in EtOAc (30 mL) and MeOH (10 mL) was added HCl/EtOAc (4 M, 160 mL) in one portion at 15°C. The mixture was stirred at 15°C for 4 hr. The mixture was filtered, and the filter cake was dried *in vacuo* to give the title compound as a white solid (26.68 g, crude, HCl salt). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 11.97 (b, 1H), 8.19 - 8.42 (m, 2H), 7.88 (s, 1H), 2.40 (s, 3H).

**[00180]** To a solution of 5-methylpyridin-3-ol (13 g, 89.29 mmol, 1 eq, HCl) in AcOH (110 mL) was added PtO<sub>2</sub> (1.30 g, 8.93 mmol, 0.1 eq) under Ar. The suspension was degassed under vacuum and purged several times with H<sub>2</sub>. The mixture was stirred under H<sub>2</sub> (200 psi) at 50°C for 16 hr.

The mixture was filtered by Celite®, and the filtrate was concentrated *in vacuo* to give the title compound as a yellow oil (33 g, crude, HOAc). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.94 - 9.58 (m, 2H), 3.67 - 3.83 (m, 1H), 2.94 - 3.22 (m, 2H), 2.67 (br t, *J* = 10.01 Hz, 1H), 2.24 - 2.48 (m, 2H), 1.58 - 1.85 (m, 2H), 0.96 - 1.17 (m, 1H), 0.87 (dd, *J* = 8.38, 6.75 Hz, 3H).

**[00181]** *tert*-Butyl 3-hydroxy-5-methyl-piperidine-1-carboxylate

**[00182]** To a mixture of 5-methylpiperidin-3-ol (11 g, 62.78 mmol, 1 eq, HOAc) and Na<sub>2</sub>CO<sub>3</sub> (13.31 g, 125.55 mmol, 2 eq) in EtOAc (100 mL) and H<sub>2</sub>O (100 mL) was added Boc<sub>2</sub>O (13.70 g, 62.78 mmol, 14.42 mL, 1 eq) dropwise at 0°C under N<sub>2</sub>. Then the mixture was stirred at 15°C for 12 hr. The mixture (combined with the other 2 batches with same scale) was extracted with ethyl acetate (200 mL x2). The combined organic phase was washed with brine (500 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 0~50% Ethyl acetate/Petroleum ether gradient) to give the title compound as a white solid (10 g, 46.45 mmol, 25% yield). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 4.23 (br s, 1H) 3.82 - 4.09 (m, 1H) 3.62 (br d, *J* = 4.05 Hz, 1H) 2.38 (br t, *J* = 10.67 Hz, 1H) 2.17 (br s, 1H) 1.78 - 2.10 (m, 2H) 1.53 - 1.72 (m, 1H) 1.45 (s, 9H) 1.00 (q, *J* = 11.92 Hz, 1H) 0.92 (d, *J* = 6.68 Hz, 3H).

**[00183]** *tert*-Butyl 3-(2-benzyloxyethoxy)-5-methyl-piperidine-1-carboxylate

**[00184]** To a solution of *tert*-butyl-3-hydroxy-5-methyl-piperidine-1-carboxylate (10 g, 46.45 mmol, 1 eq) in DMF (100 mL) was added NaH (3.72 g, 92.90 mmol, 60% purity, 2 eq) in portions at 0°C under N<sub>2</sub>. The mixture was stirred at 0°C for 30 min, then 2-bromoethoxymethylbenzene (11.99 g, 55.74 mmol, 8.82 mL, 1.2 eq) was added at 0°C and the mixture was heated to 90°C and stirred for 11.5 hr. The mixture was quenched by sat. NH<sub>4</sub>Cl (200 mL) at 15°C and the mixture was extracted with ethyl acetate (200 mL x2). The combined organic phase was washed with brine (500 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 5~40% Ethyl acetate/Petroleum ether gradient) to give the title compound as a yellow oil (4.2 g, 9.98 mmol, 44% yield, 83% purity). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.27 - 7.38 (m, 5H), 4.58 (s, 2H), 4.22 - 4.46 (m, 1H), 3.88 - 4.11 (m, 1H), 3.70 (br d, *J* = 4.63 Hz, 2H), 3.59 - 3.64 (m, 2H), 3.26 - 3.36 (m, 1H), 2.40 (br s, 1H), 2.09 - 2.25 (m, 2H), 1.53 - 1.64 (m, 1H), 1.46 (s, 9H), 1.01 (q, *J* = 12.09 Hz, 1H), 0.92 (d, *J* = 6.63 Hz, 3H).

**[00185]** *tert*-Butyl 3-(2-hydroxyethoxy)-5-methylpiperidine-1-carboxylate

**[00186]** To a solution of *tert*-butyl 3-(2-benzyloxyethoxy)-5-methyl-piperidine-1-carboxylate (4.2 g, 12.02 mmol, 1 eq) in MeOH (50 mL) was added Pd/C (2 g, 10% purity) under N<sub>2</sub>. The suspension was degassed under vacuum and purged several times with H<sub>2</sub>. The mixture was stirred under H<sub>2</sub> (50 psi) at 60°C for 12 hr. The reaction mixture was filtered and the filtrate was concentrated *in vacuo* to give the title compound as a black oil (3.3 g, 9.29 mmol, 77% yield, 73% purity). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 4.17 - 4.43 (m, 1H), 3.86 - 4.07 (m, 1H), 3.69 - 3.75 (m, 2H), 3.60 - 3.66 (m, 2H), 3.26 - 3.36 (m, 1H), 2.41 (br t, *J* = 11.25 Hz, 1H), 2.04 - 2.30 (m, 3H), 1.54 - 1.67 (m, 1H), 1.46 (s, 9H), 0.99 (q, *J* = 11.98 Hz, 1H), 0.92 (d, *J* = 6.60 Hz, 3H).

**[00187]** *tert*-Butyl 3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate

**[00188]** To a mixture of *tert*-butyl 3-(2-hydroxyethoxy)-5-methyl-piperidine-1-carboxylate (3.3 g, 12.72 mmol, 1 eq) in DCM (30 mL) was added DMAP (155.45 mg, 1.27 mmol, 0.1 eq) and TEA (1.42 g, 14.00 mmol, 1.95 mL, 1.1 eq). Then TsCl (2.67 g, 14.00 mmol, 1.1 eq) was added into the mixture at 0°C under N<sub>2</sub>. The mixture was stirred at 15°C for 12 hr. The reaction mixture was poured into water (100 mL) and extracted with ethyl acetate (80 mL x3). The combined organic phase was washed with brine (200 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was purified by column chromatography (SiO<sub>2</sub>, Petroleum ether/Ethyl acetate = 1/0 to 3/1) to give the title compound as a yellow oil (3.5 g, 8.32 mmol, 65% yield, 98% purity). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.80 (d, *J*=8.34 Hz, 2 H) 7.34 (d, *J*=8.11 Hz, 2 H) 4.07 - 4.34 (m, 3 H) 3.80 - 4.06 (m, 1 H) 3.61 - 3.73 (m, 2 H) 3.12 - 3.30 (m, 1 H) 2.45 (s, 3 H) 2.09 - 2.38 (m, 2 H) 1.95 - 2.04 (m, 1 H) 1.48 - 1.60 (m, 1 H) 1.45 (s, 9 H) 0.80 - 0.95 (m, 4 H).

**[00189]** *tert*-Butyl (3*S*,5*R*)-3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate (8*C*) and *tert*-butyl (3*R*,5*S*)-3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate

**[00190]** *tert*-Butyl 3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate (900 mg, 2.18 mmol, 1 eq) was separated by SFC (column: DAICEL CHIRALPAK IG (250 mm \* 30 mm, 10 μm); mobile phase: [Neu-ETOH]; B%: 20%-20%, 6 min) to give *tert*-butyl (3*S*,5*R*)-3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate (380 mg, 909.74 μmol, 42% yield, 99% purity) as a colorless oil and *tert*-butyl (3*R*,5*S*)-3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate (380 mg, 900.55 μmol, 41% yield, 98% purity) as a colorless oil. <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.81 (d, *J* = 8.25 Hz, 2H), 7.35 (d, *J* = 8.13 Hz, 2H), 4.14 (t, *J* = 4.82 Hz, 2H), 3.66 - 3.72 (m, 2H), 3.18 - 3.26 (m, 1H), 2.46 (s, 4H), 2.10 -

2.35 (m, 2H), 1.96 - 2.06 (m, 1H), 1.50 - 1.61 (m, 2H), 1.46 (s, 9H), 0.83 - 0.93 (m, 4H). <sup>1</sup>H NMR (400 MHz, CDCl<sub>3</sub>) δ ppm 7.81 (d, *J* = 8.25 Hz, 2H), 7.35 (d, *J* = 8.13 Hz, 2H), 4.12 - 4.17 (m, 2H), 3.66 - 3.71 (m, 2H), 3.16 - 3.28 (m, 1H), 2.46 (s, 3H), 2.10 - 2.32 (m, 2H), 1.97 - 2.06 (m, 1H), 1.53 - 1.61 (m, 2H), 1.46 (s, 9H), 0.83 - 0.94 (m, 5H).

**[00191]** *7-Methoxy-1-methyl-indoline-2,3-dione*

**[00192]** To a solution of 7-methoxyindoline-2,3-dione (50 g, 56.45 mmol, 1 eq) in DMF (600 mL) was added K<sub>2</sub>CO<sub>3</sub> (58.5 g, 84.67 mmol, 1.5 eq) in one portion. The reaction mixture was stirred at 20°C for 30 min. Then MeI (52.08 g, 73.38 mmol, 22.85 mL, 1.3 eq) was added to the reaction mixture. The mixture was stirred at 20°C for 11.5 hr. The reaction mixture was then poured into water (2000 mL), acidified with 2 N HCl (aq.) slowly until pH = 3 and stirred for 45 min. The resulting precipitate was collected by filtration, washed with water (500 mL) and dried under *in vacuo* to give the title compound as a red solid (50 g, 215.76 mmol, 73% yield). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 7.41 (dd, *J* = 8.17, 0.89 Hz, 1H), 7.14 - 7.18 (m, 1H), 7.06 - 7.12 (m, 1H), 3.88 (s, 3 H), 3.35 (s, 3H).

**[00193]** *7-Methoxy-1-methyl-5-nitro-indoline-2,3-dione*

**[00194]** To a solution of NaNO<sub>3</sub> (22.23 g, 261.53 mmol, 2 eq) in H<sub>2</sub>SO<sub>4</sub> (150 mL) was rapidly added a solution of 7-methoxy-1-methyl-indoline-2,3-dione (25 g, 130.76 mmol, 1 eq) in H<sub>2</sub>SO<sub>4</sub> (150 mL) at 0°C. The reaction was stirred at 15°C for 12 hr. The reaction mixture (combined with another batch with same scale) was then poured into ice/water mixture slowly while the temperature was kept at 0°C. Then the resulting aqueous solution was washed with EtOAc (1 L x3). The combined organic extracts were dried over Na<sub>2</sub>SO<sub>4</sub>, filtrated and the filtrate was concentrated *in vacuo* give the title compound as a red solid (60 g, crude). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.10 (d, *J* = 1.88 Hz, 1H), 7.90 (d, *J* = 2.13 Hz, 1H), 4.02 (s, 3H), 3.41 (s, 3H).

**[00195]** *7-Hydroxy-1-methyl-5-nitro-indoline-2,3-dione*

**[00196]** A solution of 7-methoxy-1-methyl-5-nitro-indoline-2,3-dione (33 g, 139.72 mmol, 1 eq) in HBr (500 mL, 48% purity) was stirred at 120°C for 12 hr. The reaction mixture (combined with another batch with same scale) was then poured into ice/water slowly while the temperature was kept at 0°C. Then the resulting aqueous solution was washed with EtOAc (2 L x3). The combined organic were dried over Na<sub>2</sub>SO<sub>4</sub>, filtrated and the filtrate was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 10~50% Ethyl acetate/Petroleum ether gradient) to give the title compound as a red solid (20 g). <sup>1</sup>H NMR (400

MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 11.16 (br s, 1H), 7.90 (d, *J* = 2.20 Hz, 1H), 7.75 (d, *J* = 2.20 Hz, 1H), 3.41 (s, 3H).

**[00197]** *7-Benzoyloxy-1-methyl-5-nitro-indoline-2,3-dione*

**[00198]** A solution of 7-hydroxy-1-methyl-5-nitro-indoline-2,3-dione (9 g, 40.51 mmol, 1 eq) in DMF (90 mL) was added K<sub>2</sub>CO<sub>3</sub> (6.72 g, 48.61 mmol, 1.2 eq) was stirred at 15°C for 30 min, then BnBr (7.62 g, 44.56 mmol, 5.29 mL, 1.1 eq) was added dropwise and the mixture was stirred at 15°C for 11.5 hr. To the mixture (combined with another batch with same scale) were added water (200 mL) and brine (200 mL), followed by extracted with ethyl acetate (300 mL x3). The combined organic phase was washed with brine (1000 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and the filtrate was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 10~50% Ethyl acetate/Petroleum ether gradient) to give the title compound as a red solid (12 g, 23.63 mmol, 29% yield, 61% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 8.23 (d, *J* = 2.0 Hz, 1H), 7.91 (d, *J* = 2.0 Hz, 1H), 7.55 - 7.50 (m, 2H), 7.45 (t, *J* = 7.3 Hz, 2H), 7.40 - 7.36 (m, 1H), 5.40 (s, 2H), 3.39 (s, 3H).

**[00199]** *8-Benzoyloxy-3-hydroxy-1-methyl-6-nitro-quinolin-2-one*

**[00200]** A solution of 7-benzoyloxy-1-methyl-5-nitro-indoline-2,3-dione (4.2 g, 13.45 mmol, 1 eq) in DCM (80 mL) was added TMSCHN<sub>2</sub> (2 M, 13.45 mL, 2 eq) drop wise at 0°C, then the reaction mixture was stirred at 15°C for 1.5 hr. The reaction mixture (combined with another batch with the same scale) was quenched with HOAc until no bubbles occurred. Then H<sub>2</sub>O (250 mL) was added to the mixture. The resulting mixture was extracted with DCM (300 mL x3). The combined organic phase was washed with brine (500 mL), dried with anhydrous Na<sub>2</sub>SO<sub>4</sub>, filtered and concentrated *in vacuo*. The residue was triturated with DCM (20 mL) at 15°C for 30 min. Then the suspension was filtered and the solid was washed with DCM (8 mL x2) to give the title compound as a brown solid (2.2 g, 6.61 mmol, 25% yield, 98% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 10.03 (s, 1H), 8.19 (d, *J* = 2.26 Hz, 1H), 7.84 (d, *J* = 2.27 Hz, 1H), 7.55 (br d, *J* = 7.15 Hz, 2H), 7.35 - 7.47 (m, 3H), 7.29 (s, 1H), 5.33 (s, 2H), 3.88 (s, 3H).

**[00201]** *2-[(8-Benzoyloxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-N-methyl-acetamide*

**[00202]** 2-Bromo-*N*-methyl-acetamide (1.35 g, 8.90 mmol, 1.2 eq) and Cs<sub>2</sub>CO<sub>3</sub> (4.83 g, 14.83 mmol, 2 eq) was added to a solution of 8-benzoyloxy-3-hydroxy-1-methyl-6-nitro-quinolin-2-one (2.42 g, 7.42 mmol, 1 eq) in DMF (70 mL). The reaction mixture was stirred at 15°C for 12 hr. Then the reaction mixture was treated with H<sub>2</sub>O (100 mL) and filtered. The filter cake was

collected and dried *in vacuo* to give the title compound as a pale brown solid (2.5 g, crude). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.26 (br s, 1H), 7.92 (br s, 2H), 7.55 (br d, *J* = 6.20 Hz, 2H), 7.41 - 7.49 (m, 3H), 7.39 (br d, *J* = 5.60 Hz, 1H), 5.29 - 5.39 (m, 2H), 4.50 - 4.65 (m, 2H), 3.86 (br s, 3H), 2.60 - 2.71 (m, 3H).

**[00203]** 2-[(8-Hydroxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-*N*-methyl-acetamide

**[00204]** To a solution of 2-[(8-benzyloxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-*N*-methyl-acetamide (2.5 g, 6.29 mmol, 1 eq) in DCM (150 mL) was added BCl<sub>3</sub> (1 M, 12.58 mL, 2 eq) at -70°C. The reaction mixture was then stirred at 15°C for 12 hr. The reaction mixture (combined with another batch with 50 mg scale) was quenched by a mixture of (CHCl<sub>3</sub>:MeOH = 10:1, 750 mL) at -70°C. The reaction mixture was then warmed to 15°C and stirred for 20 min. The mixture was concentrated *in vacuo* to give the title compound as a yellow solid (1.9 g, 5.44 mmol, 86% yield, 88% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 11.07 (s, 1H), 8.04 (d, *J* = 2.50 Hz, 1H), 7.90 (br d, *J* = 4.38 Hz, 1H), 7.69 (d, *J* = 2.63 Hz, 1H), 7.40 (s, 1H), 4.56 (s, 2H), 3.94 (s, 3H), 2.66 (d, *J* = 4.75 Hz, 3H).

**[00205]** *tert*-Butyl (3*S*,5*R*)-3-methyl-5-[2-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]ethoxy]piperidine-1-carboxylate

**[00206]** To a solution of 2-[(8-hydroxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-*N*-methyl-acetamide (250 mg, 813.65 μmol, 1 eq) and *tert*-butyl (3*S*,5*R*)-3-methyl-5-[2-(*p*-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate (336.47 mg, 813.65 μmol, 1 eq) in DMF (3 mL) was added K<sub>2</sub>CO<sub>3</sub> (281.14 mg, 2.03 mmol, 2.5 eq). The mixture was stirred at 60°C for 3 hr. The mixture was cooled to 20°C and water (3 mL) was added which caused a precipitate to form. The mixture was filtered and the filter cake was washed with water (5 mL x2) and then an organic solution (Petroleum ether:Ethyl acetate = 1/1, 10 mL). The filter cake was dried *in vacuo* to give the title compound as a yellow solid (350 mg, 548.69 μmol, 67% yield, 86% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.22 (d, *J* = 2.25 Hz, 1H), 7.91 (br d, *J* = 2.25 Hz, 1H), 7.80 (d, *J* = 2.38 Hz, 1H), 7.45 (s, 1H), 4.57 (s, 2H), 4.33 (br t, *J* = 3.94 Hz, 2H), 4.03 - 4.19 (m, 1H), 3.92 - 3.95 (m, 3H), 3.73 - 3.92 (m, 4H), 2.67 (d, *J* = 4.50 Hz, 3H), 2.14 - 2.44 (m, 2H), 2.09 (br d, *J* = 12.26 Hz, 1H), 1.43 - 1.56 (m, 1H), 1.38 (s, 9H), 0.89 - 0.98 (m, 1H), 0.87 (d, *J* = 6.63 Hz, 3H).

**[00207]** *tert*-Butyl (3*R*,5*S*)-3-[2-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate

**[00208]** To a solution of *tert*-butyl (3*S*,5*R*)-3-methyl-5-[2-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]ethoxy]piperidine-1-carboxylate (350 mg, 638.01  $\mu$ mol, 1 eq) in DMF (5 mL) was added Pd/C (0.1 g, 10% purity) under Ar. The suspension was degassed under vacuum and purged with H<sub>2</sub> several times. The mixture was stirred under H<sub>2</sub> (15 psi) at 20°C for 12 hr. The mixture was filtered by Celite® and the filter cake was washed with DMF (~15 mL). The filtrate was concentrated *in vacuo* to give the title compound as a yellow solid (340 mg, crude). LCMS: [M+H]<sup>+</sup> = 519.4.

**[00209]** *tert*-Butyl (3*R*,5*S*)-3-[2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate

**[00210]** To a solution of *tert*-butyl (3*R*,5*S*)-3-[2-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate (340 mg, 655.61  $\mu$ mol, 1 eq) and 2,4,5-trichloropyrimidine (240.51 mg, 1.31 mmol, 2 eq) in DMF (3.5 mL) was added DIPEA (169.46 mg, 1.31 mmol, 228.39  $\mu$ L, 2 eq). The mixture was stirred at 20°C for 12 hr. The reaction mixture was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 10~100% EtOH/Ethyl acetate) to give ~300 mg of crude product. The crude product was further triturated with (PE/EtOAc = 1/1, 3 mL) at 20°C for 5 min to give the title compound as a yellow solid (200 mg, 283.67  $\mu$ mol, 43% yield, 94% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 9.58 (s, 1H), 8.39 (s, 1H), 7.94 (br d, *J* = 4.50 Hz, 1H), 7.42 (s, 2H), 7.14 (s, 1H), 4.57 (s, 2H), 4.18 (br t, *J* = 4.06 Hz, 3H), 3.85 - 3.95 (m, 5H), 3.79 (dt, *J* = 7.63, 3.69 Hz, 1H), 2.66 (d, *J* = 4.63 Hz, 3H), 2.14 - 2.46 (m, 2H), 2.07 (br d, *J* = 11.51 Hz, 1H), 1.43 - 1.57 (m, 1H), 1.38 m 1.34 (m, 10H), 0.93 (q, *J* = 11.84 Hz, 1H), 0.86 (d, *J* = 6.63 Hz, 3H).

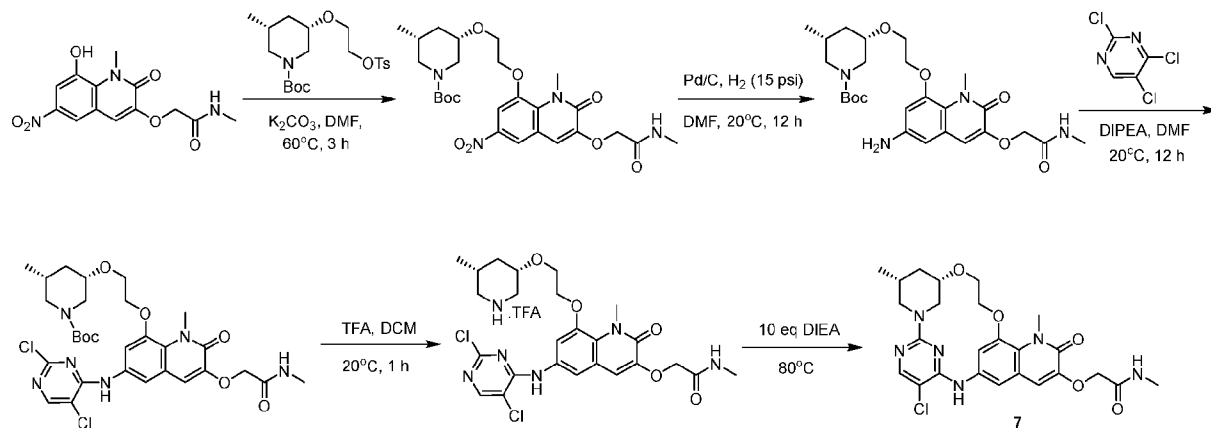
**[00211]** 2-[[6-[(2,5-Dichloropyrimidin-4-yl)amino]-1-methyl-8-[2-[[3*R*,5*S*)-5-methyl-3-piperidyl]oxy]ethoxy]-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide

**[00212]** A solution of *tert*-butyl (3*R*,5*S*)-3-[2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate (200.00 mg, 300.50  $\mu$ mol, 1 eq) in DCM (2 mL) and TFA (0.5 mL) was stirred at 20°C for 1 hr. The mixture was concentrated *in vacuo* to give the title compound as a yellow oil (220 mg, crude, TFA). LCMS: [M+H]<sup>+</sup> = 565.2.

**[00213]** 2-(((1<sup>3</sup>*R*,1<sup>5</sup>*S*)-2<sup>5</sup>-chloro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5,8-dioxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (6)

**[00214]** To a solution of 2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-8-[2-[[[(3*R*,5*S*)-5-methyl-3-piperidyl]oxy]ethoxy]-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide (220 mg, 323.78  $\mu$ mol, 1 eq, TFA) in DMSO (9 mL) was added DIPEA (418.46 mg, 3.24 mmol, 563.96  $\mu$ L, 10 eq). The mixture was stirred at 80°C for 12 hr. The mixture was filtered and the filtrate was purified directly without workup. The filtrate was purified by p-HPLC (column: Waters Xbridge BEH C18 100 \* 30 mm \* 10  $\mu$ m; mobile phase: [water (NH<sub>4</sub>HCO<sub>3</sub>)-ACN]; B%: 40%-60%, 8 min) to give the title compound as a yellow solid (21 mg, 37.48  $\mu$ mol, 12% yield, 94% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 8.99 (s, 1H), 8.02 - 8.11 (m, 2H), 7.94 (br d, *J* = 4.05 Hz, 1H), 7.08 (d, *J* = 1.79 Hz, 1H), 7.06 (s, 1H), 4.65 - 4.77 (m, 1H), 4.50 - 4.62 (m, 3H), 4.32 - 4.41 (m, 1H), 4.13 - 4.26 (m, 1H), 3.68 - 3.91 (m, 6H), 2.66 (d, *J* = 4.53 Hz, 3H), 2.52 - 2.59 (m, 2H), 1.98 (br d, *J* = 11.68 Hz, 1H), 1.55 - 1.70 (m, 1H), 1.09 - 1.19 (m, 1H), 0.89 (br d, *J* = 6.56 Hz, 3H). LCMS: [M+H]<sup>+</sup> = 529.3.

**[00215]** Example 4: Synthesis of 2-(((1<sup>3</sup>*S*,1<sup>5</sup>*R*)-2<sup>5</sup>-chloro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5,8-dioxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (7)



**[00216]** *tert*-Butyl (3*R*,5*S*)-3-methyl-5-[2-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]ethoxy]piperidine-1-carboxylate

**[00217]** To a solution of 2-[(8-hydroxy-1-methyl-6-nitro-2-oxo-3-quinolyl)oxy]-*N*-methyl-acetamide (200 mg, 650.92  $\mu$ mol, 1 eq) and *tert*-butyl (3*R*,5*S*)-3-methyl-5-[2-(p-tolylsulfonyloxy)ethoxy]piperidine-1-carboxylate (269.17 mg, 650.92  $\mu$ mol, 1 eq) in DMF (3 mL) was added K<sub>2</sub>CO<sub>3</sub> (224.91 mg, 1.63 mmol, 2.5 eq). The mixture was stirred at 60°C for 3 hr. The

mixture (combined with another batch with 50 mg scale) was cooled to 20°C and ~3 mL of water was added. A precipitate was occurred. The mixture was filtered and the filter cake was washed with water (5 mL x2) and organic solution (Petroleum ether : Ethyl acetate = 1/1, 10 mL), then the mixture was dried *in vacuo* to give the title compound as a yellow solid (350 mg, 93.4% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 8.23 (d, *J* = 2.50 Hz, 1H), 7.92 (br d, *J* = 4.25 Hz, 1H), 7.81 (d, *J* = 2.50 Hz, 1H), 7.46 (s, 1H), 4.57 (s, 2H), 4.33 (t, *J* = 4.13 Hz, 2H), 4.01 - 4.21 (m, 1H), 3.94 (s, 3H), 3.71 - 3.93 (m, 4H), 2.66 (d, *J* = 4.50 Hz, 3H), 2.15 - 2.40 (m, 2H), 2.03 - 2.13 (m, 1H), 1.45 - 1.57 (m, 1H), 1.38 (s, 9H), 0.89 - 0.98 (m, 1H), 0.87 (d, *J* = 6.63 Hz, 3H).

**[00218]** *tert*-Butyl (3*S*,5*R*)-3-[2-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate

**[00219]** A solution of *tert*-butyl (3*R*,5*S*)-3-methyl-5-[2-[[1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-6-nitro-2-oxo-8-quinolyl]oxy]ethoxy]piperidine-1-carboxylate (350 mg, 638.01 μmol, 1 eq) in DMF (5 mL) was added Pd/C (0.1 g, 10% purity) under Ar. The suspension was degassed under vacuum and purged with H<sub>2</sub> several times. The mixture was stirred under H<sub>2</sub> (15 psi) at 20°C for 12 hr. The mixture was filtered by Celite® and the filter cake was washed with DMF (~15 mL), then the filtrate was concentrated *in vacuo* to give the title compound as a yellow solid (340 mg, crude). LCMS: [M+H]<sup>+</sup> = 519.4.

**[00220]** *tert*-Butyl (3*S*,5*R*)-3-[2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate

**[00221]** To a solution of *tert*-butyl (3*S*,5*R*)-3-[2-[[6-amino-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate (340 mg, 655.61 μmol, 1 eq) and 2,4,5-trichloropyrimidine (240.51 mg, 1.31 mmol, 2 eq) in DMF (3.5 mL) was added DIPEA (169.46 mg, 1.31 mmol, 228.39 μL, 2 eq). The mixture was stirred at 20°C for 12 hr. The mixture was concentrated *in vacuo*. The residue was purified by flash silica gel chromatography (Silica Flash Column, Eluent of 10~100% EtOH/Ethyl acetate) to give ~300 mg of crude product. The crude product was further triturated with (PE/EtOAc = 1/1, 3 mL) at 20°C for 5 min to give the title compound as a yellow solid (220 mg, 324.93 μmol, 50% yield, 98% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>) δ ppm 9.60 (s, 1H), 8.40 (s, 1H), 7.93 (br d, *J* = 4.40 Hz, 1H), 7.42 (br s, 2H), 7.14 (s, 1H), 4.57 (s, 2H), 4.05 - 4.22 (m, 3H), 3.85 - 3.97 (m, 5H), 3.72 - 3.84 (m, 1H), 2.66 (d, *J* = 4.52 Hz, 3H), 2.55 - 2.59 (m, 2H), 2.16 - 2.42 (m, 1H), 1.42 - 1.58 (m, 2H), 1.38 (s, 9H), 0.88 - 0.98 (m, 1H), 0.82 - 0.88 (m, 3H).

**[00222]** 2-[[6-[(2,5-Dichloropyrimidin-4-yl)amino]-1-methyl-8-[2-[[[(3*S*,5*R*)-5-methyl-3-piperidyl]oxy]ethoxy]-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide

**[00223]** A solution of *tert*-butyl (3*S*,5*R*)-3-[2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-3-[2-(methylamino)-2-oxo-ethoxy]-2-oxo-8-quinolyl]oxy]ethoxy]-5-methyl-piperidine-1-carboxylate (180 mg, 270.45  $\mu$ mol, 1 eq) in DCM (2 mL) and TFA (0.5 mL) was stirred at 20°C for 1 hr. The mixture was concentrated *in vacuo* to give the title compound as a yellow oil (200 mg, crude, TFA salt). LCMS:  $[M+H]^+ = 565.6$ .

**[00224]** 2-(((1<sup>3</sup>*S*,1<sup>5</sup>*R*)-2<sup>5</sup>-chloro-1<sup>5</sup>,4<sup>1</sup>-dimethyl-4<sup>2</sup>-oxo-4<sup>1</sup>,4<sup>2</sup>-dihydro-5,8-dioxa-3-aza-4(6,8)-quinolina-2(2,4)-pyrimidina-1(1,3)-piperidinacyclooctaphane-4<sup>3</sup>-yl)oxy)-*N*-methylacetamide (7)

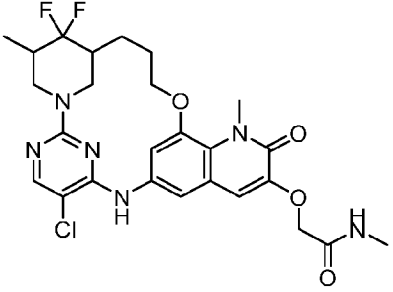
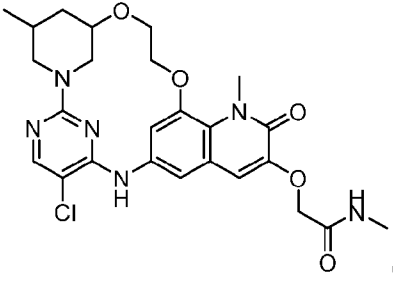
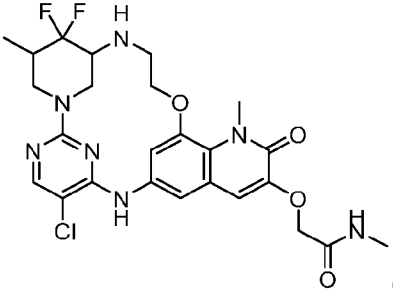
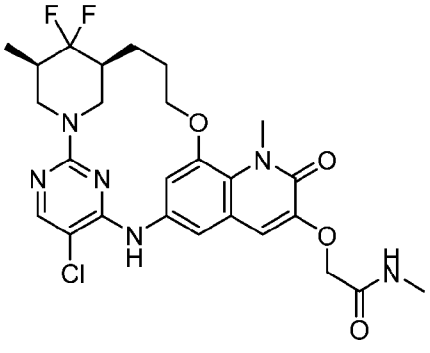
**[00225]** To a solution of 2-[[6-[(2,5-dichloropyrimidin-4-yl)amino]-1-methyl-8-[2-[[[(3*S*,5*R*)-5-methyl-3-piperidyl]oxy]ethoxy]-2-oxo-3-quinolyl]oxy]-*N*-methyl-acetamide (200 mg, 294.35  $\mu$ mol, 1 eq, TFA) in DMSO (8 mL) was added DIPEA (380.42 mg, 2.94 mmol, 512.70  $\mu$ L, 10 eq). The mixture was stirred at 80°C for 12 hr. The mixture was filtered and the filtrate was purified directly without further workup. The filtrate (combine with another batch at 25 mg) was purified by p-HPLC(column: Waters Xbridge BEH C18 100 \* 30 mm \* 10  $\mu$ m; mobile phase: [water (NH<sub>4</sub>HCO<sub>3</sub>)-ACN]; B%: 35%-65%, 8 min) to give the title compound as a yellow solid (25 mg, 95% purity). <sup>1</sup>H NMR (400 MHz, DMSO-*d*<sub>6</sub>)  $\delta$  ppm 8.66 - 9.21 (m, 1H), 8.06 (s, 1H), 7.99 (br d, *J* = 1.63 Hz, 1H), 7.88 (s, 1H), 7.05 (s, 1H), 6.91 (br s, 1H), 4.63 (br d, *J* = 10.01 Hz, 2H), 4.54 (s, 2H), 4.36 (br d, *J* = 9.38 Hz, 1H), 4.11 - 4.24 (m, 1H), 3.84 - 3.92 (m, 1H), 3.67 - 3.84 (m, 5H), 2.66 (br d, *J* = 4.13 Hz, 3H), 2.32 - 2.47 (m, 2H), 1.96 (br d, *J* = 10.38 Hz, 1H), 1.54 - 1.67 (m, 1H), 1.10 (q, *J* = 11.51 Hz, 1H), 0.87 (br d, *J* = 6.38 Hz, 3H). LCMS:  $[M+H]^+ = 529.3$

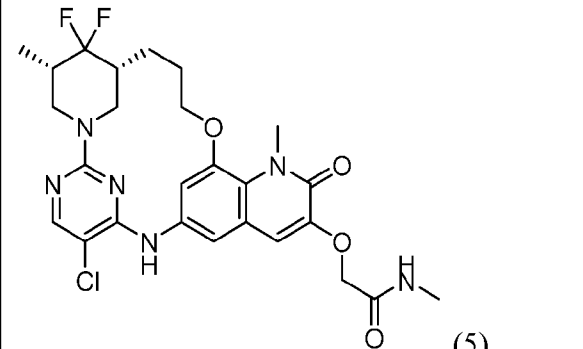
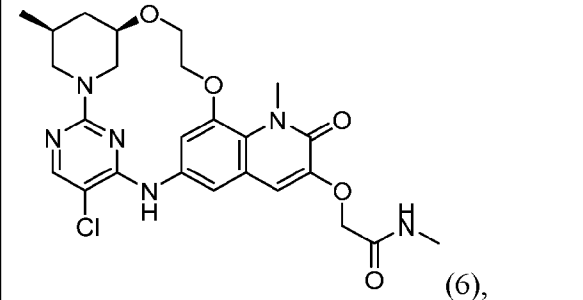
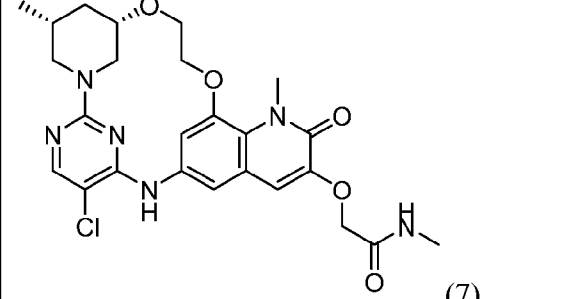
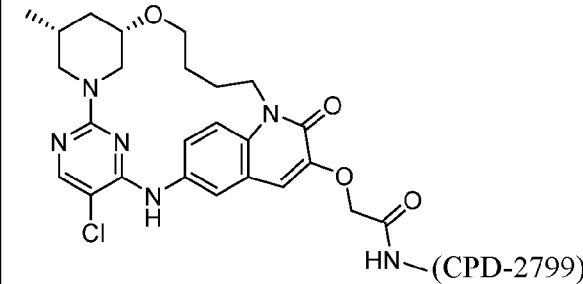
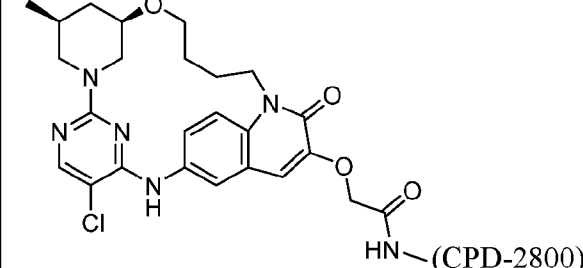
**[00226]** Example 5: Degradation Activity

**[00227]** HiBiT protocol

**[00228]** DC<sub>50</sub> (concentration to reach 50% degradation) values were determined from a cellular degradation assay (HiBiT, Promega™) in Su-DHL-4 cells (Table 1). Endogenous BCL6 was tagged with the 11-amino acid SmBiT through CRISPR/Cas9 gene editing and single cell clone selection. After 24 hours of compound treatment, cells were lysed and incubated with LgBiT protein to reconstitute intact nanoluciferase. Substrate was then added and relative luciferase units were measured. Degradation levels for each treatment were taken as a percentage compared to the control, 100% DMSO (Prism).

Table 1. Degradation activity of compounds

| Compound                                                                                                 | DC <sub>50</sub> (nM) |
|----------------------------------------------------------------------------------------------------------|-----------------------|
|  <p>(1, CPD-2206)</p>   | 1.9                   |
|  <p>(2, CPD-2856)</p>  | 0.34                  |
|  <p>(3, CPD-3100)</p> | 0.36                  |
|  <p>(4),</p>          | 0.68                  |

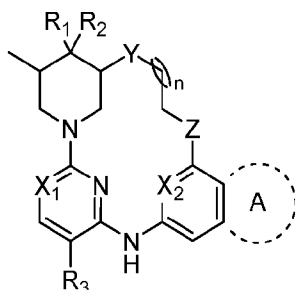
|                                                                                                          |      |
|----------------------------------------------------------------------------------------------------------|------|
|  <p>(5),</p>            | 150  |
|  <p>(6),</p>            | 0.61 |
|  <p>(7),</p>           | 121  |
|  <p>HN-(CPD-2799)</p> | >400 |
|  <p>HN-(CPD-2800)</p> | >400 |

**[00229]** All patent publications and non-patent publications are indicative of the level of skill of those skilled in the art to which this invention pertains. All these publications are herein incorporated by reference to the same extent as if each individual publication were specifically and individually indicated as being incorporated by reference.

**[00230]** Although the invention herein has been described with reference to particular embodiments, it is to be understood that these embodiments are merely illustrative of the principles and applications of the present invention. It is therefore to be understood that numerous modifications may be made to the illustrative embodiments and that other arrangements may be devised without departing from the spirit and scope of the present invention as defined by the appended claims.

**What is claimed is:**

1. A compound having a structure represented by formula I:



(I), or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

X<sub>1</sub> is N, CH, CCl, CF, or CCN;

X<sub>2</sub> is N or CR<sub>4</sub>;

R<sub>4</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, OH, NH<sub>2</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, NO<sub>2</sub>, CN, NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, or N(C<sub>1</sub>-C<sub>4</sub> alkyl)<sub>2</sub>;

R<sub>1</sub> is H, OH, or halo;

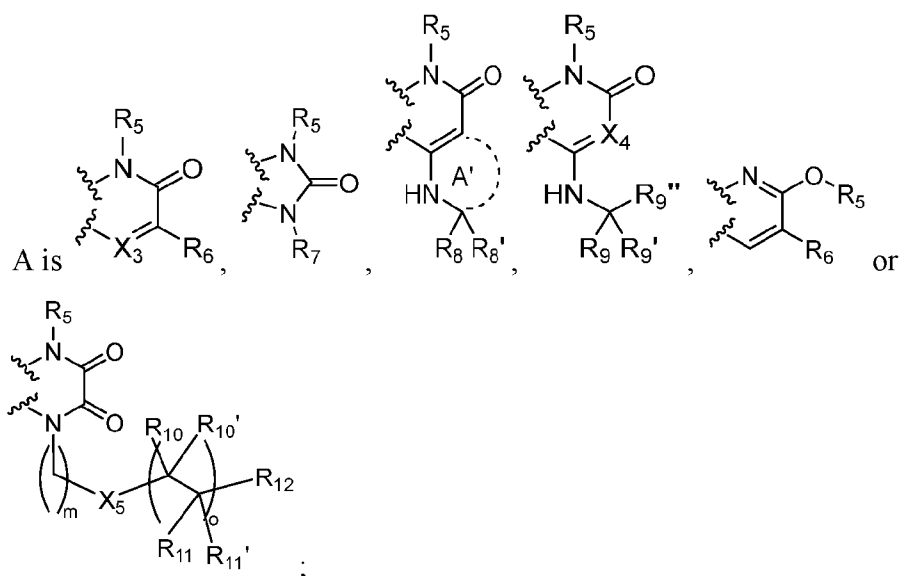
R<sub>2</sub> is H, OH, or halo;

R<sub>3</sub> is halo or CN;

Y is CH<sub>2</sub>, NH, or O;

Z is CH<sub>2</sub>, NH, S, or O;

n is 0, 1, or 2;



X<sub>3</sub> is CH or N;

R<sub>5</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>) hydroxyalkyl, (C<sub>1</sub>-C<sub>6</sub>) aminoalkyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)carbocyclyl, or (C<sub>3</sub>-C<sub>7</sub>)carbocyclyl-4- to 7-membered heterocyclyl; wherein said alkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different R<sub>13</sub> groups, wherein R<sub>13</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, or

R<sub>5</sub> is -L-Y<sub>1</sub>-Z<sub>1</sub>, wherein

L is absent or (C<sub>1</sub>-C<sub>5</sub>)alkylene optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl and oxo;

Y<sub>1</sub> is absent, O, S, S(O), S(O)<sub>2</sub>, NR', C(O), C(O)O, OC(O), C(O)N(R'), N(R')C(O), N(R')C(O)N(R'), N(R')C(O)O, OC(O)N(R'), S(O)<sub>2</sub>N(R'), or N(R')S(O)<sub>2</sub>;

each R' is independently H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

Z<sub>1</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>2</sub>-C<sub>6</sub>)alkynyl, (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl, or 3- to 10-membered heterocyclyl, wherein Z<sub>1</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, NH<sub>2</sub>, (C<sub>1</sub>-C<sub>4</sub>)aminoalkyl, CN, OH, carboxy, carbamoyl, sulphamoyl, mercapto, ureido, NR<sup>r</sup>R<sup>s</sup>, OR<sup>r</sup>, C(O)R<sup>r</sup>, C(O)OR<sup>r</sup>, OC(O)R<sup>r</sup>, C(O)NR<sup>r</sup>R<sup>s</sup>, N(R<sup>r</sup>)C(O)R<sup>r</sup>, S(O)<sub>0-2</sub>R<sup>r</sup>, S(O)<sub>2</sub>NR<sup>r</sup>R<sup>s</sup>, N(R<sup>r</sup>)SO<sub>2</sub>R<sup>r</sup>, Si(R<sup>r</sup>)(R<sup>s</sup>)R<sup>t</sup> and (CH<sub>2</sub>)<sub>1-3</sub>NR<sup>r</sup>R<sup>s</sup>; wherein R<sup>r</sup>, R<sup>s</sup>, and R<sup>t</sup> are each independently H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, or (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl; or R<sup>r</sup> and R<sup>s</sup> together with the nitrogen atom to which they are attached form a 4- to 9-membered heterocyclyl which is optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

R<sub>6</sub> is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, or -CH=CH-R<sub>16</sub>, wherein

L<sub>1</sub> is absent, O, S, (C<sub>1</sub>-C<sub>4</sub>)alkylene, -O-(C<sub>1</sub>-C<sub>4</sub>)alkylene, or -S-(C<sub>1</sub>-C<sub>4</sub>)alkylene;

R<sub>14</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

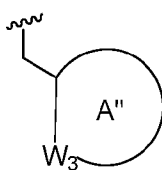
R<sub>15</sub> is H or (C<sub>1</sub>-C<sub>4</sub>)alkyl, or

R<sub>14</sub> and R<sub>15</sub> together with the carbon atom to which they are attached form a (C<sub>3</sub>-C<sub>5</sub>)carbocyclyl, 4- to 7-membered heterocyclyl, or C=O;

$R_{16}$  is  $(C_1-C_6)$ alkyl,  $-NR_{17}R_{18}$ ,  $-OR_{17}$ ,  $-C(O)R_{17}$ ,  $-C(O)OR_{17}$ ,  $-N(R_{18})C(O)R_{17}$ ,  $-C(O)NR_{17}R_{18}$ ,  $-S(O)-(C_1-C_6)$ alkyl,  $-S(O)_2-(C_1-C_6)$ alkyl,  $-P(O)-(C_1-C_6)$ alkyl<sub>2</sub>,  $-C(NH)NH_2$ ,  $-(C_1-C_4)$ alkyl- $NR_{18}C(O)R_{17}$ , or 4- to 7-membered heterocyclyl, wherein

$R_{17}$  is H, 3- to 6-membered heterocyclyl, or  $(C_1-C_4)$ alkyl optionally substituted by one or more, identical or different groups selected from OH, Cl, F,  $CF_3$ ,  $N(C_1-C_4)$ alkyl<sub>2</sub>,  $(C_3-C_6)$ carbocyclyl, 3- to 6-membered heterocyclyl,  $(C_2-C_4)$ alkenyl, and  $(C_2-C_4)$ alkynyl;

$R_{18}$  is H or  $(C_1-C_4)$ alkyl;

$R_7$  is H, methyl,  $-(CH_2)_{1-3}W_1W_2$ , or , wherein

$W_1$  is  $CR_{19}R_{19'}$  or  $C(O)$ ;

$R_{19}$  and  $R_{19'}$  are independently H,  $(C_1-C_2)$ alkyl, F, OH, CN,  $NO_2$ ,  $(C_1-C_2)$ alkoxy,  $(C_1-C_2)$ haloalkyl,  $(C_1-C_2)$ haloalkoxy,  $NH_2$ ,  $NH(C_1-C_2)$ alkyl, or  $N(C_1-C_2)$ alkyl<sub>2</sub>, or

$R_{19}$  and  $R_{19'}$  together with the carbon atom to which they are attached form  $C(O)$ ,  $(C_3-C_6)$ carbocyclyl or 3- to 6-membered heterocyclyl, which is optionally substituted by one or more substituents independently selected from  $(C_1-C_2)$ alkyl, halo,  $(C_1-C_2)$ haloalkyl,  $(C_1-C_2)$ haloalkoxy,  $(C_1-C_2)$ alkoxy,  $(C_1-C_2)$ alkylamino,  $NH_2$ , CN, and OH;

$W_2$  is CN, OH, 5- or 6-membered heteroaryl, phenyl,  $C(O)-(C_1-C_2)$ alkyl,  $S(O)_2-(C_1-C_2)$ alkyl,  $C(O)OCH_3$ ,  $C(O)NHCH_3$ ,  $CR_{20}R_{21}R_{22}$ ,  $NH_2$ ,  $NH(C_1-C_2)$ alkyl, or  $N(C_1-C_2)$ alkyl<sub>2</sub>, wherein

$R_{20}$  is H,  $(C_1-C_2)$ alkyl, F, Cl, Br, OH,  $NH_2$ , CN,  $NO_2$ ,  $(C_1-C_2)$ alkoxy,  $(C_1-C_2)$ haloalkyl, or  $(C_1-C_2)$ haloalkoxy;

$R_{21}$  is H,  $(C_1-C_2)$ alkyl, F, Cl, Br, OH, CN,  $NO_2$ ,  $(C_1-C_2)$ alkoxy,  $(C_1-C_2)$ haloalkyl,  $(C_1-C_2)$ haloalkoxy, or  $-Y_2-L_2-Z_2$ , wherein

$Y_2$  is absent, O, S,  $S(O)$ ,  $S(O)_2$ ,  $NR'$ ,  $C(O)$ ,  $C(O)O$ ,  $OC(O)$ ,  $C(O)N(R')$ ,  $N(R')C(O)$ ,  $S(O)_2N(R')$ , or  $N(R')SO_2$ ;

$L_2$  is absent or  $(C_1-C_2)$ alkylene;

$Z_2$  is H,  $(C_1-C_6)$ alkyl,  $(C_2-C_4)$ alkenyl,  $(C_2-C_4)$ alkynyl, phenyl,  $(C_3-C_6)$ carbocyclyl, or 4- to 6-membered heterocyclyl, wherein  $Z_2$  is optionally substituted by one or more substituents independently selected from  $(C_1-C_4)$ alkyl, halo,  $(C_1-C_4)$ haloalkyl,  $(C_1-$

C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, CN, OH, C(O)R', C(O)OR', OC(O)R', C(O)NR'R', and N(R')C(O)R', wherein each R' is independently H or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

or R<sub>20</sub> and R<sub>21</sub> together with the carbon atom to which they are attached form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 3- to 6-membered heterocyclyl, optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, CN, and OH;

R<sub>22</sub> is (C<sub>1</sub>-C<sub>2</sub>)alkyl, -C(O)OR'', OR'', -C(O)NR'', NR''R'', phenyl, or 5-membered heteroaryl, wherein each R'' is independently H or (C<sub>1</sub>-C<sub>2</sub>)alkyl;

A'' is (C<sub>4</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl, optionally substituted with one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, OH, oxo, CN, and (C<sub>1</sub>-C<sub>2</sub>)alkoxy;

W<sub>3</sub> is NR<sub>23</sub> or CR<sub>24</sub>R<sub>24'</sub>, wherein

R<sub>23</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)hydroxyalkyl, -C(O)CH<sub>3</sub>, or -C(O)O-(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sub>24</sub> and R<sub>24'</sub> are independently H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, F, Cl, Br, OH, NH<sub>2</sub>, CN, NO<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, -C(O)OR'', NR''R'', phenyl, or 5-membered heteroaryl;

R<sub>8</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or CN, wherein said alkyl or cycloalkyl is optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, OH, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub>)alkyl, N((C<sub>1</sub>-C<sub>2</sub>)alkyl)<sub>2</sub>, (C<sub>1</sub>-C<sub>2</sub>)aminoalkyl, and halo;

R<sub>8'</sub> is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or -Y<sub>3</sub>-L<sub>3</sub>-Z<sub>3</sub>, wherein

Y<sub>3</sub> is absent, C(O)O, or C(O)N(R'');

L<sub>3</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene;

Z<sub>3</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>3</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, NO<sub>2</sub>, CN, and OH, or

R<sub>8</sub> and R<sub>8'</sub>, together with the carbon atom to which they are attached, form a (C<sub>4</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl;

A' is a 6- or 7-membered heterocyclyl, which in addition to R<sub>8</sub> and R<sub>8</sub>', is optionally further substituted by one more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, spiro-cyclopropyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, CN, and OH;

X<sub>4</sub> is CR<sub>25</sub> or N, wherein

R<sub>25</sub> is H, F, Cl, or methyl;

R<sub>9</sub> is H, (C<sub>1</sub>-C<sub>2</sub>)alkyl, (C<sub>3</sub>-C<sub>4</sub>)cycloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, CN, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, or (C<sub>2</sub>-C<sub>4</sub>)alkynyl;

R<sub>9</sub>' is (C<sub>1</sub>-C<sub>4</sub>)alkyl, CN, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, or -Y<sub>4</sub>-L<sub>4</sub>-Z<sub>4</sub>, wherein

Y<sub>4</sub> is absent, C(O), C(O)O, OC(O), C(O)N(R''), or S(O)<sub>2</sub>N(R'');

L<sub>4</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene optionally substituted by one or more substituents selected from (C<sub>1</sub>-C<sub>2</sub>)alkyl and oxo;

Z<sub>4</sub> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>4</sub>)alkenyl, (C<sub>2</sub>-C<sub>4</sub>)alkynyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkenyl, or 4- to 6-membered heterocyclyl, wherein Z<sub>4</sub> is optionally substituted by one or more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, OH, C(O)R<sup>u</sup>, C(O)OR<sup>u</sup>, OC(O)R<sup>u</sup>, C(O)NR<sup>u</sup>R<sup>u</sup>, and N(R<sup>u</sup>)C(O)R<sup>u</sup>, wherein each R<sup>u</sup> is independently H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, or

Z<sub>4</sub> is -Q-L<sub>5</sub>-W<sub>4</sub>, wherein

Q is absent, O, NH, or N(C<sub>1</sub>-C<sub>2</sub>)alkyl;

L<sub>5</sub> is absent or (C<sub>1</sub>-C<sub>2</sub>)alkylene optionally substituted by one or more substituents selected from oxo and (C<sub>1</sub>-C<sub>2</sub>)alkyl;

W<sub>4</sub> is (C<sub>1</sub>-C<sub>4</sub>)alkyl, phenyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkenyl, or 5- or 6-membered heterocyclyl, wherein W<sub>4</sub> is optionally substituted by one or more substituents independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>4</sub>)haloalkyl, (C<sub>1</sub>-C<sub>4</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH; or

R<sub>9</sub> and R<sub>9</sub>', together with the carbon atom to which they are attached, for a (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl or a 4- to 10-membered heterocyclyl, which is optionally substituted by one or more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH; or the (C<sub>3</sub>-C<sub>10</sub>)carbocyclyl or 4- to 10-membered heterocyclyl is optionally fused to a 5- or 6-membered heteroaryl or phenyl ring, and

the 5- or 6-membered heteroaryl or phenyl ring is optionally substituted by (C<sub>1</sub>-C<sub>2</sub>)alkyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)alkylamino, NH<sub>2</sub>, NO<sub>2</sub>, CN, or OH;

R<sub>9</sub>' is H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, (C<sub>1</sub>-C<sub>2</sub>)haloalkoxy, CN, NO<sub>2</sub>, acetylenyl, phenyl, or 5- or 6-membered heteroaryl, wherein said alkyl, phenyl, or heteroaryl is optionally substituted by one or more substituents independently selected from halo, OH, and NH<sub>2</sub>;

X<sub>5</sub> is absent, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl(C=O), or SO<sub>2</sub>;

R<sub>10</sub> and R<sub>10</sub>' are each independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)hydroxyalkyl, (C<sub>1</sub>-C<sub>3</sub>)aminoalkyl, or

R<sub>10</sub> and R<sub>10</sub>', together with the same carbon atom to which they are attached, form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl, wherein said alkyl, hydroxyalkyl, aminoalkyl, carbocyclyl, or heterocyclyl is optionally substituted by one or more, identical or different R<sub>10a</sub> groups, wherein R<sub>10a</sub> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, 4- to 6-membered heterocyclyl, or

R<sub>10</sub>' and R<sub>11</sub>', together with the carbon atoms to which they are attached, form (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl or 4- to 6-membered heterocyclyl;

R<sub>11</sub> and R<sub>11</sub>' are each independently H, (C<sub>1</sub>-C<sub>3</sub>)alkyl, (C<sub>1</sub>-C<sub>3</sub>)hydroxyalkyl, (C<sub>1</sub>-C<sub>3</sub>)aminoalkyl, or

R<sub>11</sub> and R<sub>11</sub>', together with the same carbon atom to which they are attached, form C=O, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, wherein said carbocyclyl or heterocyclyl is optionally substituted by one or more, identical or different R<sub>11a</sub> groups, wherein each R<sub>11a</sub> is independently (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl, or wherein two R<sub>11a</sub> groups, together with the same carbon atom to which they are attached, form C=O;

R<sub>12</sub> is H, OH, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)hydroxyalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)aminoalkyl, NH-(C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, NH-4- to 6-membered heterocyclyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl-4- to 6-membered heterocyclyl, wherein said alkyl, hydroxyalkyl, aminoalkyl, carbocyclyl, or heterocyclyl is further optionally substituted by one or more, identical or different R<sub>12a</sub> groups, wherein each R<sub>12a</sub> is independently (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl-(C<sub>1</sub>-

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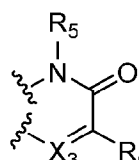
C<sub>3</sub>)alkoxy, halo, NH<sub>2</sub>, OH, (C<sub>1</sub>-C<sub>6</sub>)haloalkyl, NH-(C<sub>1</sub>-C<sub>6</sub>)alkyl, N((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>, (C<sub>3</sub>-C<sub>6</sub>)carbocyclyl, or 4- to 6-membered heterocyclyl;

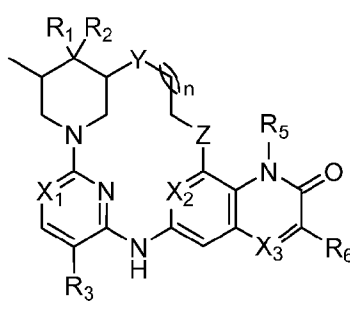
m is 0, 1, or 2; and

o is 0 or 1.

2. The compound of claim 1, wherein Z is O.
3. The compound of claim 1, wherein Z is CH<sub>2</sub>.
4. The compound of any one of claims 1-3, wherein Y is CH<sub>2</sub>.
5. The compound of any one of claims 1-3, wherein Y is O.
6. The compound of any one of claims 1-3, wherein Y is NH.
7. The compound of any one of claims 1-6, wherein n is 0.
8. The compound of any one of claims 1-6, wherein n is 1.
9. The compound of any one of claims 1-6, wherein n is 2.
10. The compound of any one of claims 1-9, wherein R<sub>1</sub> and R<sub>2</sub> are each H.
11. The compound of any one of claims 1-9, wherein R<sub>1</sub> and R<sub>2</sub> are each halo.
12. The compound of claim 11, wherein R<sub>1</sub> and R<sub>2</sub> are each F.
13. The compound of any one of claims 1-12, wherein X<sub>1</sub> is N.
14. The compound of any one of claims 1-13, wherein R<sub>3</sub> is halo.

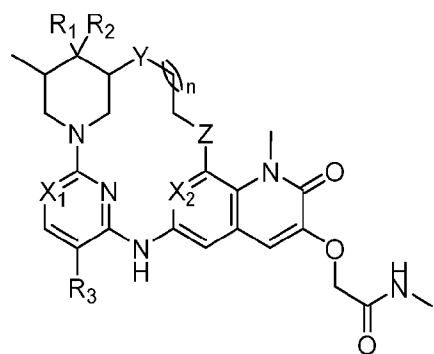
15. The compound of claim 14, wherein R<sub>3</sub> is Cl.
16. The compound of any one of claims 1-15, wherein X<sub>2</sub> is CH.

17. The compound of any one of claims 1-16, wherein A is  and the compound of

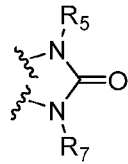
- formula (I) has the structure of formula I-1,  (I-1), or a pharmaceutically acceptable salt or stereoisomer thereof.

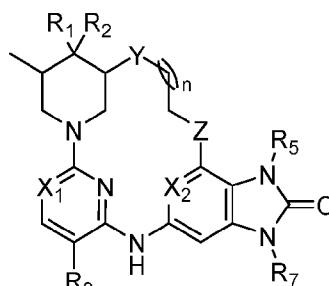
18. The compound of claim 17, wherein R<sub>5</sub> is methyl.
19. The compound of claim 17 or 18, wherein X<sub>3</sub> is CH.
20. The compound of any one of claims 17-19, wherein R<sub>6</sub> is -L<sub>1</sub>CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>.
21. The compound of claim 20, wherein L<sub>1</sub> is -O-(C<sub>1</sub>)alkylene.
22. The compound of claim 20, wherein R<sub>14</sub> and R<sub>15</sub> together with the same carbon atom to which they are attached form C=O.
23. The compound of claim 20, wherein R<sub>16</sub> is methyl, OH, NH<sub>2</sub>, or NHMe.

24. The compound of claim 17, which has the structure of formula I-1a,



(I-1a), or a pharmaceutically acceptable salt or stereoisomer thereof.

25. The compound of any one of claims 1-16, wherein A is  and the compound of



formula (I) has the structure of formula I-2,

(I-2), or a

pharmaceutically acceptable salt or stereoisomer thereof.

26. The compound of claim 25, wherein R<sub>5</sub> is methyl.

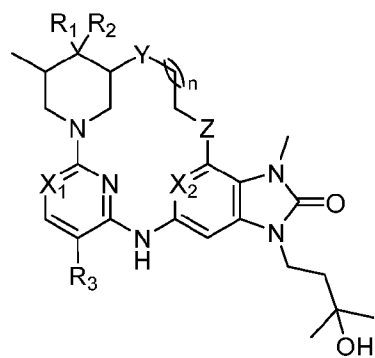
27. The compound of claim 25 or 26, wherein R<sub>7</sub> is  $-(CH_2)_2W_1W_2$ .

28. The compound of claim 27, wherein W<sub>1</sub> is CR<sub>19</sub>R<sub>19'</sub>.

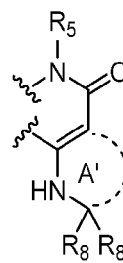
29. The compound of claim 28, wherein R<sub>19</sub> and R<sub>19'</sub> are both methyl.

30. The compound of claim 27, wherein W<sub>2</sub> is CN, OH, or NH<sub>2</sub>.

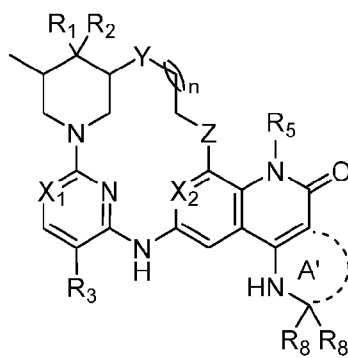
31. The compound of claim 25, which has the structure of formula I-2a,



(I-2a), or a pharmaceutically acceptable salt or stereoisomer thereof.



32. The compound of any one of claims 1-16, wherein A is



formula (I) has the structure of formula I-3, or a pharmaceutically acceptable salt or stereoisomer thereof.

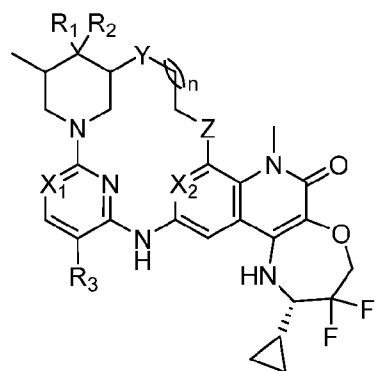
33. The compound of claim 32, wherein R<sub>5</sub> is methyl.

34. The compound of claim 32 or 33, wherein R<sub>8</sub> is (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl and R<sub>8</sub>' is H.

35. The compound of any one of claims 32-34, wherein A' is a 7-membered heterocyclyl, wherein the heterocyclyl contains 2 heteroatoms selected from N and O, and which in addition to R<sub>8</sub> and

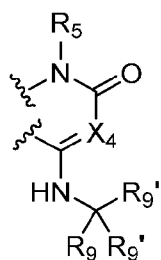
R<sub>8</sub>' is optionally further substituted by one more substituents independently selected from oxo, (C<sub>1</sub>-C<sub>2</sub>)alkyl, cyclopropyl, spiro-cyclopropyl, halo, (C<sub>1</sub>-C<sub>2</sub>)haloalkyl, (C<sub>1</sub>-C<sub>2</sub>)alkoxy, NH<sub>2</sub>, CN, and OH.

36. The compound of claim 32, which has the structure of formula I-3a,

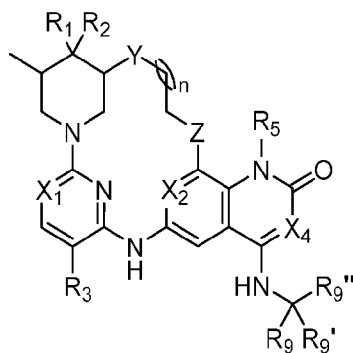


(I-3a), or a pharmaceutically acceptable salt or stereoisomer thereof.

37. The compound of any one of claims 1-16, wherein A is

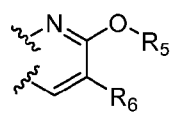


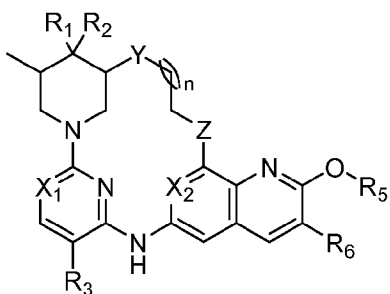
and the compound of

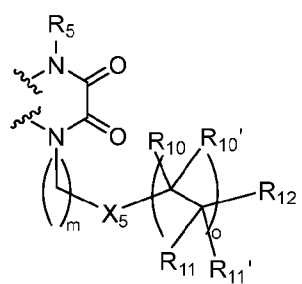


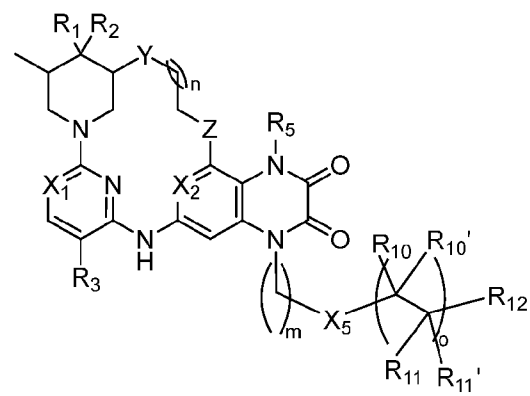
(I-4), or a

formula (I) has the structure of formula I-4,  
pharmaceutically acceptable salt or stereoisomer thereof.

38. The compound of any one of claims 1-16, wherein A is  and the compound of

formula (I) has the structure of formula I-5,  (I-5), or a pharmaceutically acceptable salt or stereoisomer thereof.

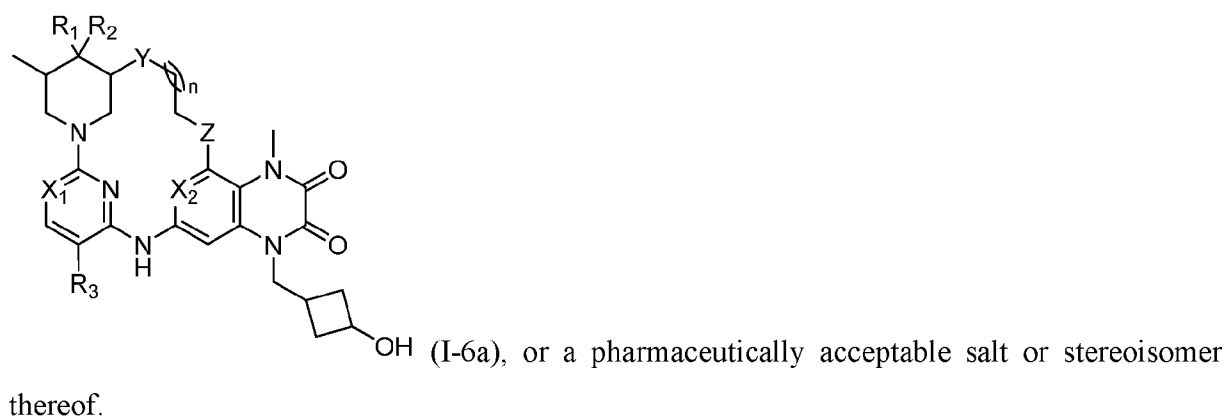
39. The compound of any one of claims 1-16, wherein A is  and the compound of formula (I) has the structure of formula I-6,

 (I-6), or a pharmaceutically acceptable salt or stereoisomer thereof.

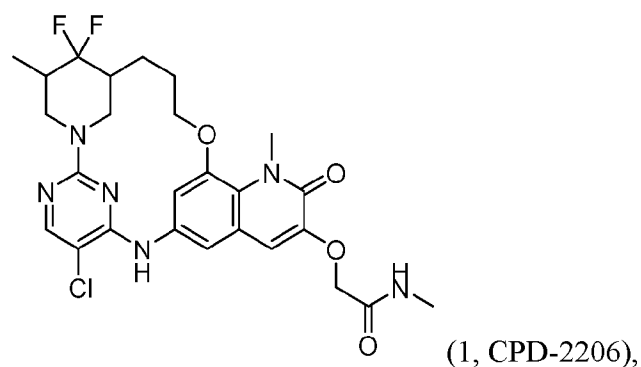
40. The compound of claim 39, wherein R<sub>5</sub> is methyl.

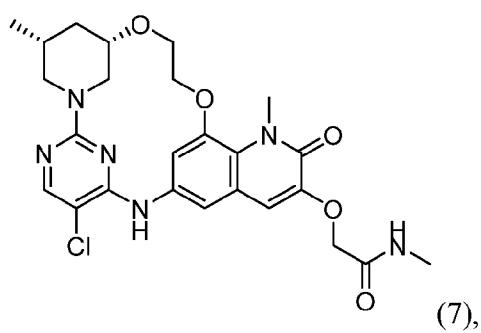
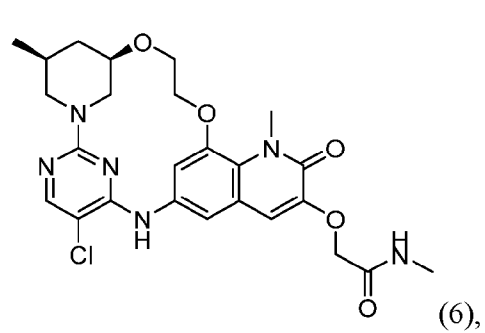
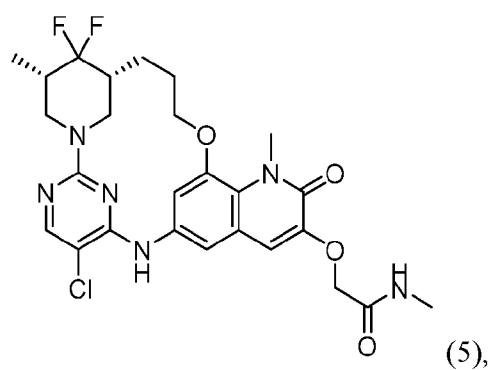
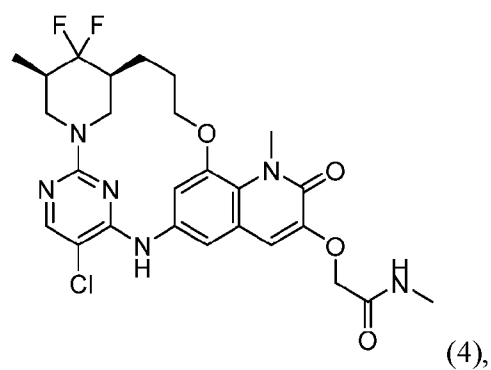
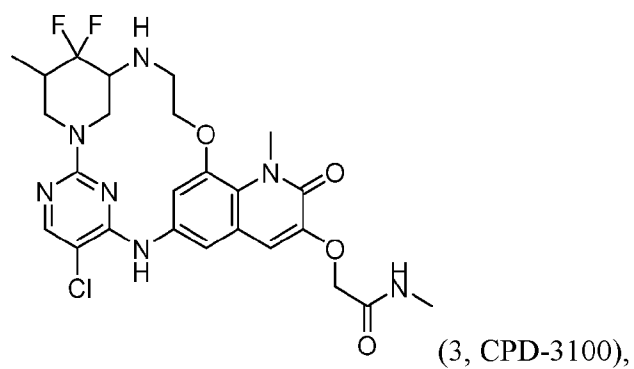
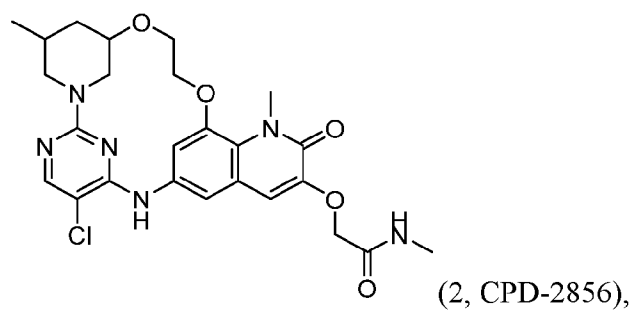
41. The compound of claim 39 or 40, wherein m is 1.

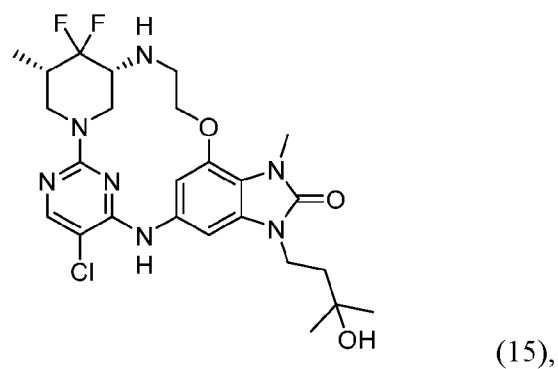
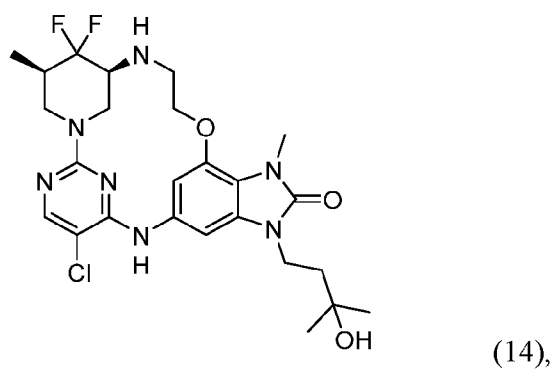
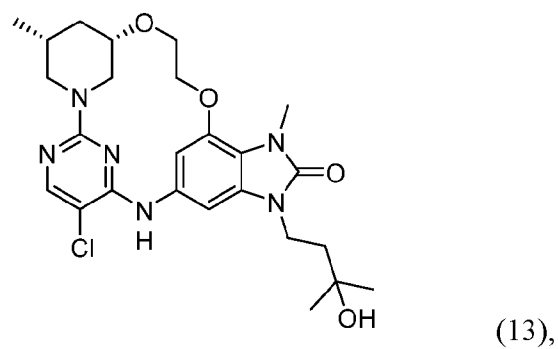
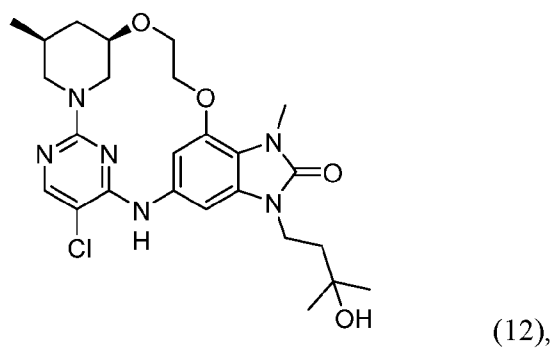
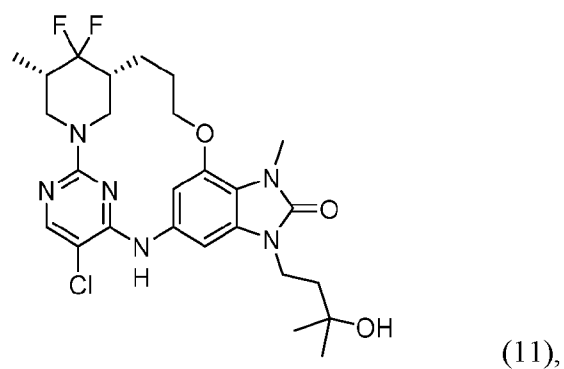
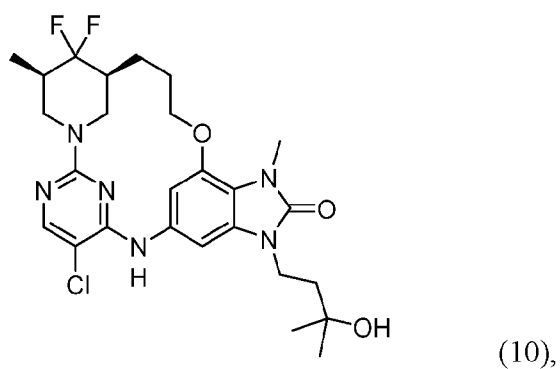
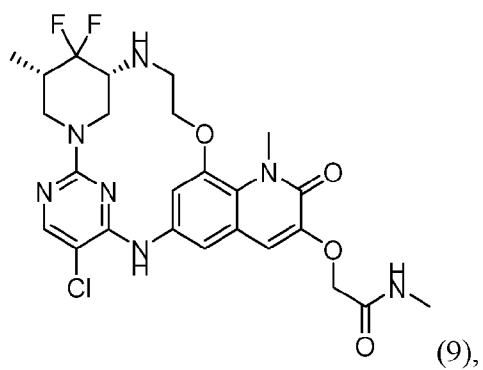
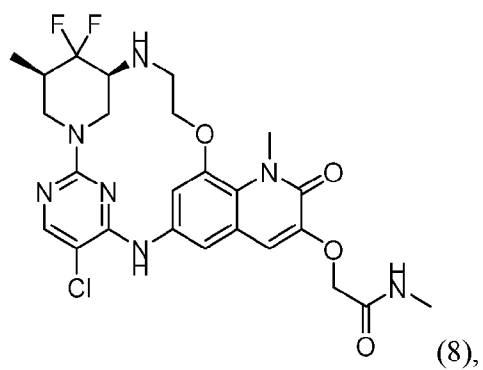
42. The compound of any one of claims 39-41, wherein  $X_5$  is absent.
43. The compound of any one of claims 39-42, wherein  $o$  is 1.
44. The compound of claim 43, wherein  $R_{10}$  and  $R_{11}$  are each H and  $R_{10}'$  and  $R_{11}'$ , together with the carbon atoms to which they are attached, form cyclobutyl.
45. The compound of any one of claims 39-44, wherein  $R_{12}$  is OH.
46. The compound of claim 39, which has the structure of formula I-6a,

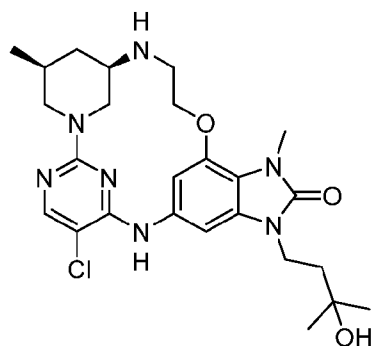


47. The compound of claim 1, which is:

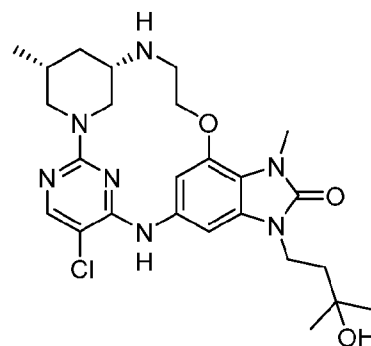




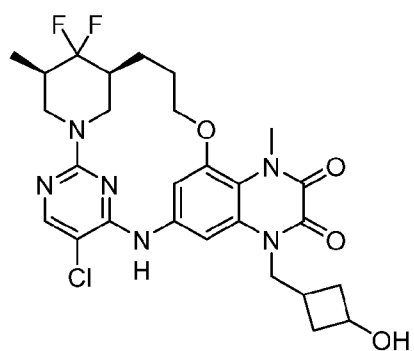




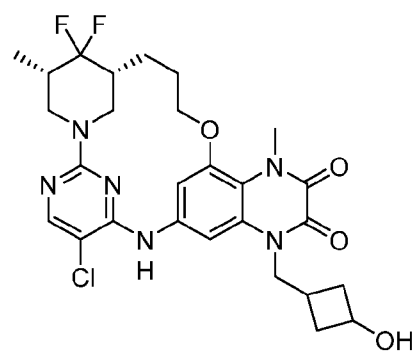
(16),



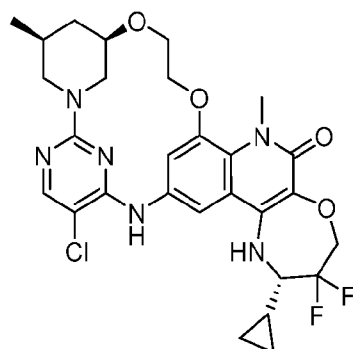
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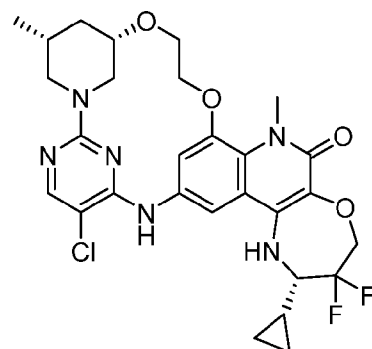
(18),



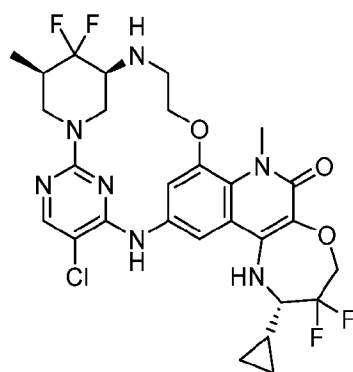
(19),



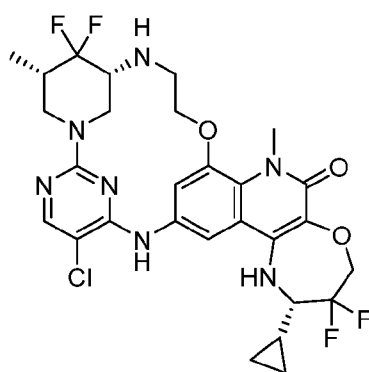
(20),



(21),



(22),



(23), or a pharmaceutically

acceptable salt or stereoisomer thereof.

48. A pharmaceutical composition, comprising a therapeutically effective amount of the compound or pharmaceutically acceptable salt or stereoisomer of any one of claims 1-47, and a pharmaceutically acceptable carrier.

49. A method of treating a disease or disorder that involves aberrant B-cell lymphoma 6 (BCL6) activity, comprising administering to a subject in need thereof a therapeutically effective amount of the compound or a pharmaceutically acceptable salt or stereoisomer thereof of any one of claims 1-47 or the pharmaceutical composition of claim 48.

50. The method of claim 49, wherein the disease or disorder is cancer.

51. The method of claim 50, wherein the cancer is a lymphoid malignancy.

52. The method of claim 51, wherein the lymphoid malignancy is peripheral T-cell lymphoma (PTCL), diffuse large B-cell lymphoma (DLBCL), mantle cell lymphoma (MCL), follicular lymphoma (FL), chronic lymphocytic leukemia (CLL), acute lymphoblastic leukemia/lymphoma (ALL), or cutaneous T-cell lymphoma.

53. The method of claim 51 or 52, further comprising administering an additional anti-cancer agent.

54. The method of claim 53, wherein the additional anti-cancer agent is an enhancer of zeste homolog 2 (EZH2) inhibitor.

55. The method of claim 49, wherein the disease or disorder is an inflammatory disease.

56. The method of claim 55, wherein the inflammatory disease is inflammatory bowel disease, myocarditis, endometriosis, atherosclerosis, an allergic disease, or an autoimmune disease.

57. The method of claim 56, wherein the allergic disease is asthma or pollinosis.

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58. The method of claim 56, wherein the autoimmune disease is noninfectious meningitis, autoimmune encephalitis, transverse myelitis, or acute disseminated encephalomyelitis.

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**ABSTRACT**

Described are the compounds, compositions and methods of treating diseases and disorders that involve aberrant B-cell lymphoma 6 (BCL6) activity.

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