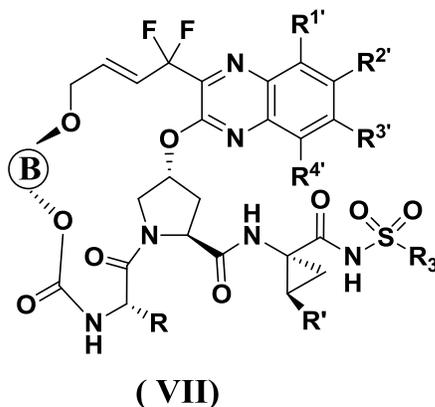


We Claim:

Claims 1-5 (Canceled)

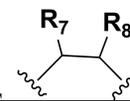
6.1. (Currently Amended) The compounds of claim 1, wherein the compound is A compound of Formula VII:



or a pharmaceutically acceptable salt thereof; wherein

$R^{1'}$, $R^{2'}$, $R^{3'}$ and $R^{4'}$ are each independently R_6 , or $R^{1'}$ and $R^{2'}$, $R^{2'}$ and $R^{3'}$, or $R^{3'}$ and $R^{4'}$ combined together with the carbons they are attached to form aromatic or heteroaromatic or cyclic or heterocyclic ring;

(B) is C_3 - C_{12} cycloalkyl or 4- to 6-membered heterocycloalkyl and is optionally substituted with one or more substituents independently selected from halo, C_1 - C_8 alkyl and C_2 - C_8 alkenyl selected from ~~C_3 - C_{12} cycloalkyl, substituted C_3 - C_{12} cycloalkyl, C_3 - C_{12} cycloalkenyl, substituted C_3 - C_{12} cycloalkenyl, C_3 - C_{12} heterocycloalkyl, and substituted C_3 - C_{12} heterocycloalkyl;~~

or **(B)** is , wherein R_7 and R_8 are each independently C_1 - C_8 alkyl or C_2 - C_8 alkenyl and are each independently optionally substituted with one or more halo; each R_6 is independently selected from:

- (i) hydrogen; halogen; $-\text{NO}_2$; $-\text{CN}$; or N_3 ;
- (ii) $-\text{M}-\text{R}_3$, wherein M is O, S, or NH;
- (iii) NR_4R_5 ;
- (iv) $-\text{C}_1$ - C_8 alkyl, $-\text{C}_2$ - C_8 alkenyl, or $-\text{C}_2$ - C_8 alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N; substituted $-\text{C}_1$ - C_8 alkyl,

substituted $-C_2-C_8$ alkenyl, or substituted $-C_2-C_8$ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S or N; $-C_3-C_{12}$ cycloalkyl, substituted $-C_3-C_{12}$ cycloalkyl; $-C_3-C_{12}$ cycloalkenyl, or substituted $-C_3-C_{12}$ cycloalkenyl;

- (v) aryl; substituted aryl; heteroaryl; or substituted heteroaryl; and
- (vi) heterocycloalkyl or substituted heterocycloalkyl;

R_3 is independently selected from C_1-C_8 alkyl, $-C_2-C_8$ alkenyl, or $-C_2-C_8$ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S or N, substituted $-C_1-C_8$ alkyl, substituted $-C_2-C_8$ alkenyl, or substituted $-C_2-C_8$ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S or N; $-C_3-C_{12}$ cycloalkyl, substituted $-C_3-C_{12}$ cycloalkyl; $-C_3-C_{12}$ cycloalkenyl, substituted $-C_3-C_{12}$ cycloalkenyl; heterocyclic; substituted heterocyclic; aryl; substituted aryl; heteroaryl; and substituted heteroaryl;

each R_4 and R_5 are independently selected from H and R_3 , or R_4 and R_5 combined together with the N they are attached to form a heterocyclic ring; and

R and R' are each independently selected from the group consisting of:

- (i) $-C_1-C_8$ alkyl, $-C_2-C_8$ alkenyl, or $-C_2-C_8$ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N; substituted $-C_1-C_8$ alkyl, substituted $-C_2-C_8$ alkenyl, or substituted $-C_2-C_8$ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S or N; $-C_3-C_{12}$ cycloalkyl, substituted $-C_3-C_{12}$ cycloalkyl; $-C_4-C_{12}$ alkylcycloalkyl, substituted $-C_4-C_{12}$ alkylcycloalkyl; $-C_3-C_{12}$ cycloalkenyl, substituted $-C_3-C_{12}$ cycloalkenyl; $-C_4-C_{12}$ alkylcycloalkenyl, or substituted $-C_4-C_{12}$ alkylcycloalkenyl;
- (ii) aryl; substituted aryl; heteroaryl; or substituted heteroaryl;
- (iii) heterocycloalkyl or substituted heterocycloalkyl; and
- (iv) hydrogen; or deuterium; ~~and~~

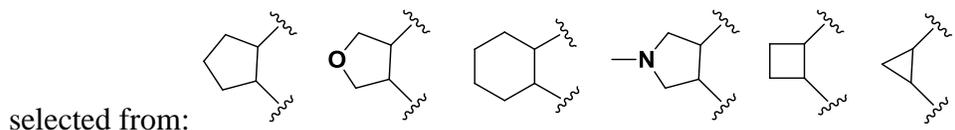
~~R'' is selected from hydrogen, methyl, ethyl, and allyl.~~

7. **(Canceled)**

82. (Currently Amended) The compound ~~of~~ as claimed in claim ~~61~~, wherein **(B)** is a non-aromatic C₃-C₆ cycloalkyl or a non-aromatic 4- to 6-membered heterocycloalkyl and is optionally substituted with one or more substituents independently selected from halo, C₁-C₆ alkyl or C₂-C₆ alkenyl.

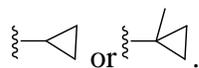
93. (Previously Presented) The compound ~~of~~ as claimed in claim ~~82~~, wherein **(B)** is saturated C₄-C₆ cycloalkyl or saturated 4- to 6-membered heterocycloalkyl and is optionally substituted with one or more substituents independently selected from halo, C₁-C₈ alkyl or C₂-C₈ alkenyl.

104. (Previously Presented) The compound as claimed in ~~of~~ claim ~~82~~, wherein **(B)** is

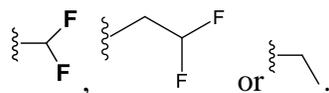


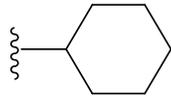
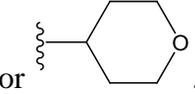
115. (Previously Presented) The compound of claim 6, wherein (a) R^{1'}, R^{2'}, R^{3'} and R^{4'} are hydrogen; (b) R^{1'} and R^{4'} are hydrogen; and one of R^{2'} and R^{3'} is hydrogen, and the other is selected from halo, methyl optionally substituted with one or more halo, or -O-methyl optionally substituted with one or more halo; (c) R^{1'} and R^{2'}, or R^{2'} and R^{3'}, or R^{3'} and R^{4'}, taken together with carbon atoms to which they are attached, form a 5- or 6-membered carbocycle or heterocycle (e.g., phenyl), and the rest of R^{1'}, R^{2'}, R^{3'} and R^{4'} are hydrogen.

126. (Previously Presented) The compound as claimed in ~~of~~ claim ~~61~~, wherein R₃ is

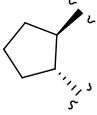


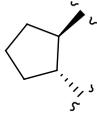
137. (Previously Presented) The compound as claimed in ~~of~~ claim ~~61~~, wherein R' is ,



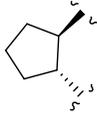
148. (Previously Presented) The compound as claimed in ~~of~~ claim 6, wherein R is ,
, , or .

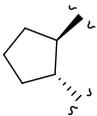
159. (Previously Presented) The compound as claimed in ~~of~~ claim 61, wherein:

(a) **(B)** is , R' is vinyl () or difluoromethyl (), R₃ is , and R is ;

(b) **(B)** is , R' is vinyl () or difluoromethyl (), R₃ is , and R is ,
 R^{3'} is -O-methyl optionally substituted with one or more halo, and R^{1'}, R^{2'}, and R^{4'} are hydrogen;

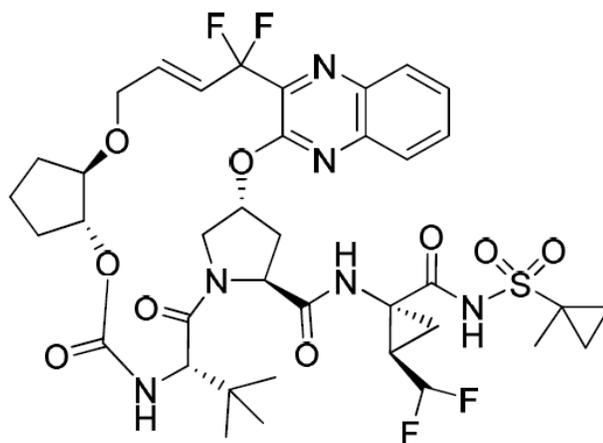
(c) **(B)** is , R' is vinyl () or difluoromethyl (), R₃ is , and R is 
 and R^{1'}, R^{2'}, R^{3'} and R^{4'} are hydrogen;

(d) **(B)** is , R' is vinyl () or difluoromethyl (), R₃ is , and R is ,
 R^{3'} is halo, and R^{1'}, R^{2'}, and R^{4'} are hydrogen; or

(e) **(B)** is , R' is vinyl () or difluoromethyl (), R₃ is , and R is ,
 R^{3'} and R^{4'} taken together with carbon atoms to which they are attached form phenyl, and R^{1'} and R^{2'} are hydrogen.

Claims 16-26 (Canceled)

2710. (New) The compound as claimed in ~~of~~ claim 61, having the following structure:



Dated this 2nd day of April 2013

Vidisha

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Agents for the Applicant

C₈ alkyl, substituted –C₂-C₈ alkenyl, or substituted –C₂-C₈ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S or N; –C₃-C₁₂ cycloalkyl, substituted –C₃-C₁₂ cycloalkyl; –C₃-C₁₂ cycloalkenyl, substituted –C₃-C₁₂ cycloalkenyl; heterocyclic; substituted heterocyclic; aryl; substituted aryl; heteroaryl; and substituted heteroaryl;

each R₄ and R₅ are independently selected from H and R₃, or R₄ and R₅ combined together with the N they are attached to form a heterocyclic ring; and

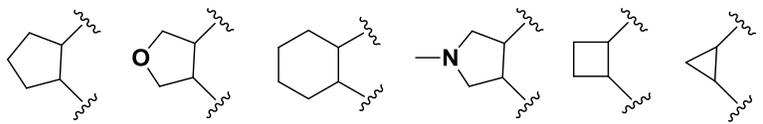
R and R' are each independently selected from the group consisting of:

- (i) –C₁-C₈ alkyl, –C₂-C₈ alkenyl, or –C₂-C₈ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S, or N; substituted –C₁-C₈ alkyl, substituted –C₂-C₈ alkenyl, or substituted –C₂-C₈ alkynyl each containing 0, 1, 2, or 3 heteroatoms selected from O, S or N; –C₃-C₁₂ cycloalkyl, substituted –C₃-C₁₂ cycloalkyl; –C₄-C₁₂ alkylcycloalkyl, substituted –C₄-C₁₂ alkylcycloalkyl; –C₃-C₁₂ cycloalkenyl, substituted –C₃-C₁₂ cycloalkenyl; –C₄-C₁₂ alkylcycloalkenyl, or substituted –C₄-C₁₂ alkylcycloalkenyl;
- (ii) aryl; substituted aryl; heteroaryl; or substituted heteroaryl;
- (iii) heterocycloalkyl or substituted heterocycloalkyl; and
- (iv) hydrogen; or deuterium.

2. The compound as claimed in claim 1, wherein **(B)** is a non-aromatic C₃-C₆ cycloalkyl or a non-aromatic 4- to 6-membered heterocycloalkyl and is optionally substituted with one or more substituents independently selected from halo, C₁-C₆ alkyl or C₂-C₆ alkenyl.

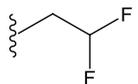
3. The compound as claimed in claim 2, wherein **(B)** is saturated C₄-C₆ cycloalkyl or saturated 4- to 6-membered heterocycloalkyl and is optionally substituted with one or more substituents independently selected from halo, C₁-C₈ alkyl or C₂-C₈ alkenyl.

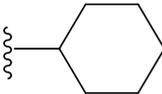
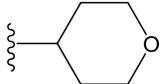
4. The compound as claimed in claim 2, wherein **(B)** is selected from:



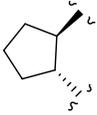
5. The compound as claimed in claim 1, wherein (a) $R^{1'}$, $R^{2'}$, $R^{3'}$ and $R^{4'}$ are hydrogen; (b) $R^{1'}$ and $R^{4'}$ are hydrogen; and one of $R^{2'}$ and $R^{3'}$ is hydrogen, and the other is selected from halo, methyl optionally substituted with one or more halo, or -O-methyl optionally substituted with one or more halo; (c) $R^{1'}$ and $R^{2'}$, or $R^{2'}$ and $R^{3'}$, or $R^{3'}$ and $R^{4'}$, taken together with carbon atoms to which they are attached, form a 5- or 6-membered carbocycle or heterocycle (e.g., phenyl), and the rest of $R^{1'}$, $R^{2'}$, $R^{3'}$ and $R^{4'}$ are hydrogen.

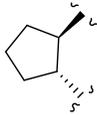
6. The compound as claimed in claim 1, wherein R_3 is  or .

7. The compound as claimed in claim 1, wherein R' is , ,  or .

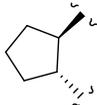
8. The compound as claimed in claim 6, wherein R is , ,  or .

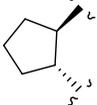
9. The compound as claimed in claim 1, wherein:

(a) **(B)** is , R' is vinyl () or difluoromethyl (), R_3 is , and R is ;

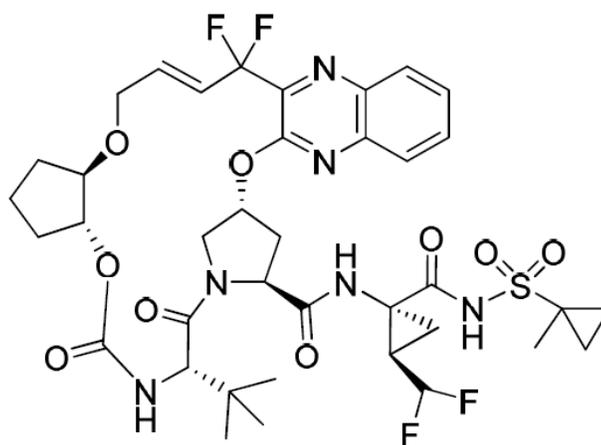
(b) **(B)** is , R' is vinyl () or difluoromethyl (), R_3 is , and R is , $R^{3'}$ is -O-methyl optionally substituted with one or more halo, and $R^{1'}$, $R^{2'}$, and $R^{4'}$ are hydrogen;

(c) **(B)** is , R' is vinyl () or difluoromethyl (), R_3 is , and R is  and $R^{1'}$, $R^{2'}$, $R^{3'}$ and $R^{4'}$ are hydrogen;

(d) **(B)** is , R³ is vinyl () or difluoromethyl () , R₃ is , and R is , R^{3'} is halo, and R^{1'}, R^{2'}, and R^{4'} are hydrogen; or

(e) **(B)** is , R³ is vinyl () or difluoromethyl () , R₃ is , and R is , R^{3'} and R^{4'} taken together with carbon atoms to which they are attached form phenyl, and R^{1'} and R^{2'} are hydrogen.

10. The compound as claimed in claim 1, having the following structure:



Dated this 2nd day of April 2013

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