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## (54) Title: CEREBLON LIGANDS AND USES THEREOF


(57) Abstract: Described herein are compounds or conjugates of Formula II and their pharmaceutically acceptable salts, solvates, or stereoisomers thereof, as well as their uses (e.g., as cereblon-binding agents or bifunctional degraders for degrading certain proteins).

## CEREBLON LIGANDS AND USES THEREOF

## RELATED APPLICATIONS

[0001] This application claims the benefit of and priority to U.S. Provisional Application No. 63/412,194, filed September 30, 2022; U.S. Provisional Application No. 63/323,792, filed March 25, 2022; U.S. Provisional Application No. 63/446,105, filed February 16, 2023; U.S. Provisional Application No. 63/331,558, filed April 15, 2022; U.S. Provisional Application No. 63/446,112, filed February 16, 2023; U.S. Provisional Application No. 63/388,300, filed July 12, 2022; U.S. Provisional Application No. 63/408,744, filed September 21, 2022; U.S. Provisional Application No. 63/427,277, filed November 22, 2022; U.S. Provisional Application No. 63/388,302, filed July 12, 2022; U.S. Provisional Application No. 63/408,758, filed September 21, 2022; U.S. Provisional Application No. 63/388,297, filed July 12, 2022; U.S. Provisional Application No. 63/408,601, filed September 21, 2022; U.S. Provisional Application No. 63/388,299, filed July 12, 2022; and U.S. Provisional Application No. 63/408,633, filed September 21, 2022; the contents of which are incorporated herein by reference in their entireties.

## BACKGROUND

[0002] Cereblon (CRBN), a component of the DDBl-CUL4a-Rocl ubiquitin ligase complex, is a molecular target of immunomodulatory agents such as thalidomide, lenalidomide, and pomalidomide. Inhibition of CRBN ubiquitination by these agents may allow CRBN to accumulate, leading to the increased cullin-4 RING E3 ligase-mediated degradation of target proteins.
[0003] The discovery process of CRBN type E3 ligase ligand is related to the study of thalidomide's mechanism of action. In 2010, while studying the toxicity of thalidomide, scientists discovered that cereblon is a binding protein of thalidomide (Science 2010, 327, 1345). Cerebellar protein is part of the E3 ubiquitin ligase protein complex, which acts as a substrate receptor to select ubiquitinated proteins. The study shows that thalidomide-cerebellar protein binding in vivo may be the cause of thalidomide teratogenicity. Subsequent studies found that the compound and related structures can be used as anti-inflammatory agents, antiangiogenic agents and anti-cancer agents. Lenalidomide and pomalidomide obtained by further modification of the structure of thalidomide have greatly improved their safety and significantly reduced their teratogenic effects. Lenalidomide has been approved by the FDA in

2006 for marketing. Two groundbreaking papers published in Science in 2014 pointed out that lenalidomide works by degrading two special B cell transcription factors, Ikaros family zinc finger structural proteins 1 and 3 (IKZF1 and IKZF3), which further reveals the structure of thalidomide may be combined with the E3 ubiquitin ligase protein complex of the cerebellar protein to further play a role in degrading the target protein (Science, 2014, 343, 301; Science, 2014, 343, 305).
[0004] On this basis, CRBN ligands are widely used in protein degradation, and a series of proteolysis targeting chimera (PROTAC) molecules based on CRBN ligands have been developed. Due to the influence of CRBN ligand itself on the target point, it may additionally degrade zinc finger domain protein. Therefore, the design and synthesis of new and highly selective CRBN ligands is also particularly important in the synthesis of PROTAC molecules.

## SUMMARY

[0005] In certain aspects, the present disclosure provides compounds or conjugates of Formula II:

wherein each of the variables in Formula II is described, embodied, and exemplified herein.
[0006] In certain aspects, the present disclosure provides pharmaceutical compositions comprising a compound or a conjugate disclosed herein, and a pharmaceutically acceptable excipient.
[0007] In certain aspects, provided herein are methods of binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample comprising administering a compound or a conjugate described herein to the subject or contacting the biological sample with a compound or a conjugate described herein.
[0008] In certain aspects, provided herein are uses of a compound or a conjugate described herein in the manufacture of a medicament for binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample.
[0009] In certain aspects, provided herein are compounds or conjugates described herein for use in binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample.
[0010] In certain aspects, provided herein are methods of degrading a protein in a subject or biological sample comprising administering a compound or a conjugate described herein to the subject or contacting the biological sample with a compound described herein.
[0011] In certain aspects, provided herein are uses of a compound or a conjugate described herein in the manufacture of a medicament for degrading a protein in a subject or biological sample.
[0012] In certain aspects, provided herein are compounds or conjugates described herein for use in degrading a protein in a subject or biological sample.
[0013] In certain aspects, provided herein are methods of treating or preventing a disease or disorder a subject in need thereof, comprising administering to the subject a compound or a conjugate described herein.
[0014] In certain aspects, provided herein are uses of a compound or a conjugate described herein in the manufacture of a medicament for treating or preventing a disease or disorder in a subject in need thereof.
[0015] In certain aspects, provided herein are compounds or oncjugates described herein for use in treating or preventing a disease or disorder in a subject in need thereof.

## DETAILED DESCRIPTION

[0016] The present disclosure relates to compounds that show cereblon-binding activity, bifunctional degraders comprising a cereblon-binding moeity, and pharmaceutical compositions comprising such compounds or bifunctional degraders. The present disclosure further relates to methods of degrading a protein in a subject or biological sample comprising administering a compound described herein to the subject or contacting the biological sample with a compound described herein. The present disclosure also relates to methods of treating or preventing a disease or disorder a subject in need thereof, comprising administering to the subject a compound described herein.

## Compounds of the Present Disclosure

## Cereblon Ligands

[0017] In certain aspects, the present disclosure provides compounds of Formula II:

(II),
and pharmaceutically acceptable salts, solvates, or stereoisomers thereof, wherein:
$\mathrm{B}^{2}$ is N or $\mathrm{CR}^{\mathrm{B} 2}$;
$\mathrm{B}^{3}$ is N or $\mathrm{CR}^{\mathrm{B} 3}$;
$\mathrm{B}^{4}$ is N or $\mathrm{CR}^{\mathrm{B4}}$;
$\mathrm{B}^{5}$ is N or $\mathrm{CR}^{\mathrm{B} 5}$;
$R^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B} 4}$, and $\mathrm{R}^{\mathrm{B} 5}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, $3-$ to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}{ }^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; wherein one of $R^{B 2}$ and $R^{B 3}, R^{B 3}$ and $R^{B 4}$, or $R^{B 4}$ and $R^{B 5}$, together with the carbon atoms to which they are bonded, form Ring A, wherein Ring A is optionally substituted 7- to 16membered spiro heterocycle;
--- denotes an optional covalent bond between $B^{1}$ and $C^{1}$;
i) when the bond between $B^{1}$ and $C^{1}$ is present:
$r$ is 1 ;
$\mathrm{B}^{1}$ is C ;
$\mathrm{C}^{1}$ is $\left.-\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{Cl}}\right)\right)^{*}$, or $\left.-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)^{*}\right)^{*}$;
each $\mathrm{R}^{\mathrm{C} 1}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
two $\mathrm{R}^{\mathrm{C} 1}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocycle or 3- to 6-membered heterocycle, wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{R}^{\mathrm{Cl}^{\prime}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and * denotes attachment to Ring B; and
$\mathrm{C}^{2}$ is N ;
ii) when the bond between $\mathrm{B}^{1}$ and $\mathrm{C}^{1}$ is absent:
$r$ is 0 or 1 ;
$\mathrm{B}^{1}$ is N or $\mathrm{CR}^{\mathrm{B} 1}$;
$\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{1}$ is absent; or
$\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$;
$\mathrm{C}^{2}$ is N or O ;
wherein i) when $\mathrm{C}^{2}$ is N , then $\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; ii) when $\mathrm{C}^{2}$ is O , then $\mathrm{C}^{1}$ is absent;
$\mathrm{R}^{\mathrm{D1}}$ is hydrogen, deuterium, or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; q is an integer from 0 to 2 ,
each $\mathrm{R}^{\mathrm{D}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and
d is an integer selected from 0 to 5 ,
wherein:
each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3 \text {-6 }}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, and 5- or 6-membered heteroaryl; or
two $\mathrm{R}^{\mathrm{u}}$, together with the one or more intervening atoms, form $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl;
each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5 - to 10-membered heteroaryl;
each $R^{b}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; and
each $R^{c}$ and $R^{d}$ is independently hydrogen, $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5 - to 10 -membered heteroaryl; or
$R^{c}$ and $R^{d}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl or 5- to 10 -membered heteroaryl, wherein the heterocyclyl or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, - CN , -$\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl;
wherein each of $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{\mathrm{z}}$;
each $\mathrm{R}^{2}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3 \text {-6 }}$ carbocycly1, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- or 6-membered heteroaryl.
[0018] In certain embodiments, the compound or conjugate of Formula II is a compound or conjugate of Formula II-1

(II-1).
[0019] In certain embodiments, the compound or conjugate of Formula II is a compound or conjugate of Formula II-2

(II-2).
[0020] In certain embodiments, $B^{2}$ is $N$ or $C R^{B 2}$. In certain embodiments, $B^{2}$ is $N$. In certain embodiments, $\mathrm{B}^{2}$ is $\mathrm{CR}^{\mathrm{B} 2}$.
[0021] In certain embodiments, $B^{3}$ is $N$ or $C R^{B 3}$. In certain embodiments, $B^{3}$ is $N$. In certain embodiments, $\mathrm{B}^{3}$ is $\mathrm{CR}^{\mathrm{B} 3}$.
[0022] In certain embodiments, $\mathrm{B}^{4}$ is N or $\mathrm{CR}^{\mathrm{B4}}$. In certain embodiments, $\mathrm{B}^{2}$ is N . In certain embodiments, $\mathrm{B}^{4}$ is $\mathrm{CR}^{\mathrm{B4}}$.
[0023] In certain embodiments, $B^{5}$ is $N$ or $\mathrm{CR}^{\mathrm{B} 5}$. In certain embodiments, $\mathrm{B}^{2}$ is $N$. In certain embodiments, $\mathrm{B}^{5}$ is $\mathrm{CR}^{\mathrm{B} 5}$.
[0024] In certain embodiments, one of $B^{2}, B^{3}, B^{4}$, and $B^{5}$ is $N$. In certain embodiments, two of $\mathrm{B}^{2}, \mathrm{~B}^{3}, \mathrm{~B}^{4}$, and $\mathrm{B}^{5}$ are N .
[0025] In certain embodiments, $\mathrm{R}^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B4}}$, and $\mathrm{R}^{\mathrm{B} 5}$ are independently hydrogen, halogen (e.g., $-\mathrm{F},-\mathrm{Cl},-\mathrm{Br}$, or -I ), $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), $n$ propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{1-6}$ alkoxy (e.g., methoxy ( $\mathrm{C}_{1}$ ), ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right)$, $i$-propoxy $\left(\mathrm{C}_{3}\right)$, $n$ butoxy ( $\mathrm{C}_{4}$ ), $i$-butoxy ( $\mathrm{C}_{4}$ ), $s$-butoxy ( $\mathrm{C}_{4}$ ), $t$-butoxy ( $\mathrm{C}_{4}$ ), pentoxy ( $\mathrm{C}_{5}$ ), or hexoxy ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di-n-propylamino, di-i-propylamino, di-nbutylamino, di-i-butylamino, di-s-butylamino, di- $t$-butylamino, dipentylamino, dihexylamino, methylethylamino, methyl- $n$-propylamino, methyl-i-propylamino, methyl- $n$-butylamino, methyl- $i$-butylamino, methyl- $s$-butylamino, methyl- $t$-butylamino, methylpentylamino, methylhexylamino, ethyl- $n$-propylamino, ethyl- $i$-propylamino, ethyl- $n$-butylamino, ethyl- $s$ butylamino, ethyl-i-butylamino, ethyl-t-butylamino, ethylpentylamino, ethylhexylamino, propyl- $n$-butylamino, propyl- $i$-butylamino, propyl-s-butylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$-butylpentylamino, $i$-butylpentylamino, $s$ butylpentylamino, $t$-butylpentylamino, $n$-butylhexylamino, $i$-butylhexylamino, $s$ butylhexylamino, $t$-butylhexylamino, or pentylhexylamino), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1propenyl ( $\mathrm{C}_{3}$ ), 2-propenyl ( $\mathrm{C}_{3}$ ), 1-butenyl ( $\mathrm{C}_{4}$ ), 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl ( $\mathrm{C}_{4}$ ), pentenyl ( $\mathrm{C}_{5}$ ), pentadienyl ( $\mathrm{C}_{5}$ ), or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2-6}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl $\left(\mathrm{C}_{3}\right)$, 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl ( $\mathrm{C}_{10}$ ), or spiro[4.5]decanyl ( $\mathrm{C}_{10}$ )), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g.,
heteroaryl comprising one or two 5- or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0026] In certain embodiments, $\mathrm{R}^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B4}}$, and $\mathrm{R}^{\mathrm{B5}}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3}-$ 12 carbocyclyl, 3- to 12-membered heterocyclyl, C6-10 aryl, or 5- to 10-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0027] In certain embodiments, $\mathrm{R}^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B3}}, \mathrm{R}^{\mathrm{B4}}$, and $\mathrm{R}^{\mathrm{B5}}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0028] In certain embodiments, $\mathrm{R}^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B4}}$, and $\mathrm{R}^{\mathrm{B5}}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0029] In certain embodiments, $\mathrm{R}^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B4}}$, and $\mathrm{R}^{\mathrm{B5}}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0030] In certain embodiments, $\mathrm{R}^{\mathrm{B} 4}$ and $\mathrm{R}^{\mathrm{B} 5}$ are both hydrogen. In certain embodiments, $\mathrm{R}^{\mathrm{B} 2}$ and $\mathrm{R}^{\mathrm{B5}}$ are both hydrogen.
[0031] In certain embodiments, $R^{B 2}$ and $R^{B 3}, R^{B 3}$ and $R^{B 4}$, or $R^{B 4}$ and $R^{B 5}$, together with the carbon atoms to which they are bonded, form Ring A, wherein Ring A is optionally substituted 7- to 16-membered spiro heterocycle.
[0032] In certain embodiments, only one of $R^{B 2}$ and $R^{B 3}, R^{B 3}$ and $R^{B 4}$, or $R^{B 4}$ and $R^{B 5}$, together with the carbon atoms to which they are bonded, form Ring A.
[0033] In certain embodiments, $R^{B 2}$ and $R^{B 3}$, together with the carbon atoms to which they are bonded, form Ring A.
[0034] In certain embodiments, $R^{B 3}$ and $R^{B 4}$, together with the carbon atoms to which they are bonded, form Ring A.
[0035] In certain embodiments, Ring A is optionally substituted 7- to 16 -membered spiro heterocycle (e.g., heterocyclyl comprising two 4- to 8-membered spiro rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ).
[0036] In certain embodiments, Ring A is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR} R^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl.
[0037] In certain embodiments, Ring A is optionally substituted with one or more $\mathrm{R}^{4}, \mathrm{R}^{\mathrm{Al}}$, $R^{A 1}, R^{A 2}$, or $R^{A 2^{\prime}}$.
[0038] In certain embodiments, $R^{u}$ is $R^{A 1}$. In certain embodiments, $R^{u}$ is $R^{A 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{A} 2}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{A} 2^{\prime}}$.
[0039] In certain embodiments,
Ring A is:

or
Ring A attached to -L-T is

wherein:
** denotes attachment to $\mathbf{C}$;

Ring $\mathrm{A}^{\mathrm{II}}$ is $\mathrm{C}_{3-8}$ carbocycle or 3 - to 8 -membered heterocycle;
each $\mathrm{A}^{1}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Al}}\right)_{2^{2}},-\mathrm{NR}^{\mathrm{Al}^{\prime}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2}-$;
each $\mathrm{A}^{2}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{A} 2}\right)_{2}-,-\mathrm{NR}^{\mathrm{A} 2^{\prime}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2}-$;
each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$,
 $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; two geminal $\mathrm{R}^{\mathrm{A} 1}$ or two geminal $\mathrm{R}^{\mathrm{A} 2}$ together form oxo; or
two geminal $R^{A 1}$ or two geminal $R^{A 2}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3 \text {-6 }}$ carbocycle or 3- to 6-membered heterocycle, wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{A} 1^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$a^{\prime}$ and $a$ " are independently an integer selected from $0-3$, wherein one of $a^{\prime}$ and $a "$ is 0 , and, and $\mathrm{a}^{\prime}$ and $\mathrm{a}^{\prime \prime}$ are not both 0 ;
each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and $a$ is an integer selected from 0 to 8 , as valency permits.
[0040] In certain embodiments, Ring $\mathrm{A}^{\mathrm{I}}$ is heterocycle. In certain embodiments, Ring $\mathrm{A}^{\mathrm{I}}$ is not carbocycle.
[0041] In certain embodiments,

Ring A is:


Ring A attached to -L-T is

[0042] In certain embodiments, Ring $\mathrm{A}^{\mathrm{II}}$ is $\mathrm{C}_{3}-8$ carbocycle (e.g., cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), or bicyclo[2.2.2]octanyl $\left(\mathrm{C}_{8}\right)$ ) or 3- to 8-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8-membered rings and 1-5 heteroatoms selected from N, O, and S).
[0043] In certain embodiments, each $\mathrm{A}^{1}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Al}}\right)_{2}-,-\mathrm{NR}^{\mathrm{Al}}{ }^{\prime}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$ , or $-\mathrm{S}(=\mathrm{O})_{2}-$. In certain embodiments, each $\mathrm{A}^{1}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Al}}\right)_{2^{-}},-\mathrm{NR}^{\mathrm{Al}}{ }^{\prime}$, or $-\mathrm{O}-$.
[0044] In certain embodiments, each $\mathrm{A}^{2}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{A} 2}\right)_{2}-,-\mathrm{NR}^{\mathrm{A} 2^{\prime}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$ , or $-\mathrm{S}(=\mathrm{O})_{2}$-. In certain embodiments, each $\mathrm{A}^{2}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{A} 2}\right)_{2}-,-\mathrm{NR}^{\mathrm{A} 2^{2}}$, or -O -
[0045] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen (e.g., $-\mathrm{F},-\mathrm{Cl},-\mathrm{Br}$, or -I ), $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl $\left(\mathrm{C}_{2}\right), n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkoxy (e.g., methoxy $\left(\mathrm{C}_{1}\right)$, ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right)$, $i$-propoxy $\left(\mathrm{C}_{3}\right)$, $n$-butoxy ( $\mathrm{C}_{4}$ ), $i$-butoxy $\left(\mathrm{C}_{4}\right), s$-butoxy $\left(\mathrm{C}_{4}\right), t$-butoxy $\left(\mathrm{C}_{4}\right)$, pentoxy $\left(\mathrm{C}_{5}\right)$, or hexoxy $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di-n-propylamino, di-i-propylamino, di-nbutylamino, di- $i$-butylamino, di-s-butylamino, di- $t$-butylamino, dipentylamino, dihexylamino, methylethylamino, methyl-n-propylamino, methyl-i-propylamino, methyl-n-butylamino, methyl- $i$-butylamino, methyl- $s$-butylamino, methyl- $t$-butylamino, methylpentylamino,
methylhexylamino, ethyl-n-propylamino, ethyl-i-propylamino, ethyl- $n$-butylamino, ethyl-sbutylamino, ethyl- $i$-butylamino, ethyl- $t$-butylamino, ethylpentylamino, ethylhexylamino, propyl- $n$-butylamino, propyl- $i$-butylamino, propyl- $s$-butylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$-butylpentylamino, $i$-butylpentylamino, $s$ butylpentylamino, $t$-butylpentylamino, $n$-butylhexylamino, $i$-butylhexylamino, $s$ butylhexylamino, $t$-butylhexylamino, or pentylhexylamino), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1propenyl $\left(\mathrm{C}_{3}\right)$, 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl ( $\mathrm{C}_{5}$ ), or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2 \text {-6 }}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl $\left(\mathrm{C}_{3}\right)$, 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro- 1 H -indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3-to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, $\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0046] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, 3 - to 12 -membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5 - to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $R^{u}$.
[0047] In certain embodiments, each occurrence of $R^{A 1}$ and $R^{A 2}$ is independently hydrogen, halogen, - $\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0048] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0049] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$.
[0050] In certain embodiments, each occurrence of $R^{A 1}$ and $R^{A 2}$ is hydrogen.
[0051] In certain embodiments, two geminal $\mathrm{R}^{\mathrm{A} 1}$ or two geminal $\mathrm{R}^{\mathrm{A} 2}$ together form oxo.
[0052] In certain embodiments, two geminal $\mathrm{R}^{\mathrm{A} 1}$ or two geminal $\mathrm{R}^{\mathrm{A} 2}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocycle (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl $\left(\mathrm{C}_{6}\right)$, or cyclohexadienyl $\left(\mathrm{C}_{6}\right)$ ) or 3- to 6-membered heterocyclyl (e.g., heterocyclyl comprising one 3 - to 6-membered ring and 1-3 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and $S$ ), wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0053] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), n-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl $\left(\mathrm{C}_{3}\right)$, 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl ( $\mathrm{C}_{5}$ ), pentadienyl ( $\mathrm{C}_{5}$ ), or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2}$-6 alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl $\left(\mathrm{C}_{3}\right)$, 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl ( $\mathrm{C}_{4}$ ), cyclobutenyl ( $\mathrm{C}_{4}$ ), cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl ( $\mathrm{C}_{7}$ ), cyclooctyl ( $\mathrm{C}_{8}$ ), cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3-to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5- or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S$),-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or -
$C(=O) N R^{c} R^{d}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0054] In certain embodiments, each occurrence of $\mathrm{R}^{A 1^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, 5- to 6-membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-C(=O) N R^{c} R^{d}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0055] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0056] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$.
[0057] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{A} 1^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen or $C_{1-6}$ alkyl. In certain embodiments, each occurrence of $R^{A 1}$ and $R^{A 2^{\prime}}$ is hydrogen.
[0058] In certain embodiments, $\mathrm{a}^{\prime}$ is 0 . In certain embodiments, $\mathrm{a}^{\prime}$ is 1 . In certain embodiments, $\mathrm{a}^{\prime}$ is 2 . In certain embodiments, $\mathrm{a}^{\prime}$ is 3 .
[0059] In certain embodiments, $a^{"}$ is 0 . In certain embodiments, $a^{"}$ is 1 . In certain embodiments, $\mathrm{a}^{\prime \prime}$ is 2 . In certain embodiments, $\mathrm{a}^{\prime \prime}$ is 3 .
[0060] In certain embodiments, one of $\mathrm{a}^{\prime}$ and $\mathrm{a}^{\prime \prime}$ is 0 . In certain embodiments, $\mathrm{a}^{\prime}$ and $\mathrm{a}^{\prime \prime}$ are not both 0 .
[0061] In certain embodiments, Ring $\mathrm{A}^{\mathrm{I}}$ is heterocyclyl.
[0062] In certain embodiments, each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen (e.g., $-\mathrm{F},-\mathrm{Cl},-\mathrm{Br}$, or I), $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), $n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{1-6}$ alkoxy (e.g., methoxy $\left(\mathrm{C}_{1}\right)$, ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right)$, $i$-propoxy $\left(\mathrm{C}_{3}\right)$, $n$-butoxy $\left(\mathrm{C}_{4}\right)$, $i$-butoxy $\left(\mathrm{C}_{4}\right)$, $s$ butoxy $\left(\mathrm{C}_{4}\right)$, $t$-butoxy $\left(\mathrm{C}_{4}\right)$, pentoxy $\left(\mathrm{C}_{5}\right)$, or hexoxy $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di- $n$-propylamino, di- $i$-propylamino, di- $n$-butylamino, di- $i$ butylamino, di- $s$-butylamino, di- $t$-butylamino, dipentylamino, dihexylamino, methylethylamino, methyl- $n$-propylamino, methyl- $i$-propylamino, methyl- $n$-butylamino, methyl-i-butylamino, methyl-s-butylamino, methyl- $t$-butylamino, methylpentylamino,
methylhexylamino, ethyl-n-propylamino, ethyl-i-propylamino, ethyl- $n$-butylamino, ethyl-sbutylamino, ethyl- $i$-butylamino, ethyl- $t$-butylamino, ethylpentylamino, ethylhexylamino, propyl- $n$-butylamino, propyl- $i$-butylamino, propyl- $s$-butylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$-butylpentylamino, $i$-butylpentylamino, $s$ butylpentylamino, $t$-butylpentylamino, $n$-butylhexylamino, $i$-butylhexylamino, $s$ butylhexylamino, $t$-butylhexylamino, or pentylhexylamino), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1propenyl $\left(\mathrm{C}_{3}\right)$, 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl ( $\mathrm{C}_{5}$ ), or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2 \text {-6 }}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl $\left(\mathrm{C}_{3}\right)$, 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro- 1 H -indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, $\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0063] In certain embodiments, each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH}$, $\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5 - to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0064] In certain embodiments, each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-$ $\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0065] In certain embodiments, each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-$ $\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0066] In certain embodiments, each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH}$, $\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0067] In certain embodiments, $a$ is 0 . In certain embodiments, a is 1 . In certain embodiments, $a$ is 2 . In certain embodiments, $a$ is 3 . In certain embodiments, a is 4 , as valency permits. In certain embodiments, a is 5 , as valency permits. In certain embodiments, a is 6 , as valency permits. In certain embodiments, a is 7, as valency permits. In certain embodiments, $a$ is 0 . In certain embodiments, a is 8 , as valency permits.
[0068] In certain embodiments, $\mathrm{R}^{\mathrm{A}}$ may be present on either Ring $\mathrm{A}^{\mathrm{I}}$ or Ring $\mathrm{A}^{\mathrm{II}}$.
[0069] In certain embodiments,
Ring A is



Ring A attached to -L-T is


[0070] In certain embodiments, the compound or conjugate of Formula II is

1) a compound of Formula II-1-a-i, II-1-a-ii, II-1-a-iii, II-1-a-iv, II-1-a-v, II-1-a-vi, II-1-avii, II-1-a-viii, II-1-a-ix, II-1-a-x, II-1-a-xi, or II-1-a-xii:

(II-1-a-i),

(II-1-a-ii),

(II-1-a-iii),

(II-1-a-iv),

(II-1-a-v),

(II-1-a-vi),

(II-1-a-vii),

(II-1-a-viii),

(II-1-a-ix),

(II-1-a-x),

(II-1-a-xi),

(II-1-a-xii), or

(II-1-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, or
2) a conjugate of Formula II'-1-a-i, II'-1-a-ii, II'-1-a-iii, II'-1-a-iv, II'-1-a-v, II'-1-a-vi, II'-1-a-vii, II'-1-a-viii, II'-1-a-ix, II'-1-a-x, II'-1-a-xi, or II'-1-a-xii

(II'-1-a-i),

(II'-1-a-ii),

(II'-1-a-iii),

(II'-1-a-iv),

(II'-1-a-v),

(II'-1-a-vi),

(II'-1-a-vii),

(II'-1-a-viii),

(II'-1-a-ix),

(II'-1-a-x),

(II'-1-a-xi),

(II'-1-a-xii),

(II'-1-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof,
wherein:
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
[0071] In certain embodiments, the compound or conjugate of Formula II is
3) a compound of Formula II-2-a-i, II-2-a-ii, II-2-a-iii, II-2-a-iv, II-2-a-v, II-2-a-vi, II-2-avii, II-2-a-viii, II-2-a-ix, II-2-a-x, II-2-a-xi, II-2-a-xii, or II-2-a-xiii:

(II-2-a-i),

(II-2-a-ii),

(II-2-a-iii),

(II-2-a-iv),

(II-2-a-v),

(II-2-a-vi),

(II-2-a-vii),

(II-2-a-viii),

(II-2-a-ix),

(II-2-a-x),

(II-2-a-xi),

(II-2-a-xii), or

(II-2-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, or
4) a conjugate of Formula II'-2-a-i, II'-2-a-ii, II'-2-a-iii, II'-2-a-iv, II'-2-a-v, II'-2-a-vi, II'-2-a-vii, II'-2-a-viii, II'-2-a-ix, II'-2-a-x, II'-2-a-xi, II'-2-a-xii, or II'-2-a-xiii:

(II'-2-a-i),

(II'-2-a-ii),

(II'-2-a-iii),

(II'-2-a-iv),

(II'-2-a-v),

(II'-2-a-vi),

(II'-2-a-vii),

(II'-2-a-viii),

(II'-2-a-ix),

(II'-2-a-x),

(II'-2-a-xi),

(II'-2-a-xii),

(II'-2-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof,
wherein:
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl,
alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
[0072] In certain embodiments, the compound or conjugate of Formula II is
5) a compound of Formula II-1-b-i, II-1-b-ii, II-1-b-iii, II-1-b-iv, II-1-b-v, II-1-b-vi, II-1-bvii, II-1-b-viii, II-1-b-ix, II-1-b-x, II-1-b-xi, II-1-b-xii, or II-1-b-xiii:

(II-1-b-i),

(II-1-b-ii),

(II-1-b-iii),

(II-1-b-iv),

(II-1-b-v),

(II-1-b-vi),

(II-1-b-vii),

(II-1-b-viii),

(II-1-b-ix),

(II-1-b-x),

(II-1-b-xii), or

(II-1-b-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, or
6) a conjugate of Formula II'-1-b-i, II'-1-b-ii, II'-1-b-iii, II'-1-b-iv, II'-1-b-v, II'-1-b-vi,

II'-1-b-vii, II'-1-b-viii, II'-1-b-ix, II'-1-b-x, II'-1-b-xi, II'-1-b-xii, or II'-1-b-xiii:

(II'-1-b-i),

(II'-1-b-ii),

(II’-1-b-iii),

(II-1-b-iv),

(II'-1-b-v),

(II'-1-b-vi),



(II'-1-b-ix),


(II'-1-b-xi),


(II'-1-b-xiii),
(II'-1-b-viii),
(II'-1-b-x),
(II'-1-b-xii), or
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein:
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
[0073] In certain embodiments, the compound or conjugate of Formula II is

1) a compound of Formula II-2-b-i, II-2-b-ii, II-2-b-iii, II-2-b-iv, II-2-b-v, II-2-b-vi, II-2-bvii, II-2-b-viii, II-2-b-ix, II-2-b-x, II-2-b-xi, II-2-b-xii, or II-2-b-xiii:

(II-2-b-ii),


(II-2-b-iv),

(II-2-b-v),

(II-2-b-vi),

(II-2-b-vii),

(II-2-b-viii),

(II-2-b-ix),

(II-2-b-x),


(II-2-b-xii), or

(II-2-b-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, or
2) a conjugate of Formula II'-2-b-i, II'-2-b-ii, II'-2-b-iii, II'-2-b-iv, II'-2-b-v, II'-2-b-vi, II'-2-b-vii, II'-2-b-viii, II'-2-b-ix, II'-2-b-x, II'-2-b-xi, II'-2-b-xii, or II'-2-b-xiii:


(II'-2-b-i),

(II'-2-b-ii),

(II'-2-b-iii),

(II'-2-b-iv),

(II'-2-b-v),

(II'-2-b-vi),



(II'-2-b-ix),


(II'-2-b-xi),


(II'-2-b-xiii),
(II'-2-b-viii),
(II'-2-b-x),
(II'-2-b-xii), or
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof,
wherein:
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12 -membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
[0074] In certain embodiments, $\mathrm{R}^{\mathrm{N1}}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl $\left(\mathrm{C}_{1}\right)$, ethyl $\left(\mathrm{C}_{2}\right)$, $n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl $\left(\mathrm{C}_{4}\right), i$-butyl $\left(\mathrm{C}_{4}\right)$, $s$-butyl $\left(\mathrm{C}_{4}\right), t$-butyl $\left(\mathrm{C}_{4}\right)$, pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl ( $\mathrm{C}_{3}$ ), 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or
hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2-6}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl ( $\mathrm{C}_{3}$ ), 1-butynyl $\left(\mathrm{C}_{4}\right)$, 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl $\left(\mathrm{C}_{5}\right)$, cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), cyclohexadienyl ( $\mathrm{C}_{6}$ ), cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), C 6 6-10 aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and $\mathrm{S}),-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0075] In certain embodiments, $\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, 5- to 6-membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0076] In certain embodiments, $\mathrm{R}^{\mathrm{N1}}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{u}$.
[0077] In certain embodiments, $\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are indepenently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, - $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0078] In certain embodiments, $\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
[0079] In certain embodiments, the bond between $B^{1}$ and $C^{1}$ is present. In certain embodiments, the bond between $\mathrm{B}^{1}$ and $\mathrm{C}^{1}$ is absent.
[0080] In certain embodiments, $B^{1}$ is $N, C$, or $\mathrm{CR}^{B 1}$. In certain embodiments, $B^{1}$ is $N$. In certain embodiments, $\mathrm{B}^{1}$ is $\mathbf{C}$. In certain embodiments, $\mathrm{B}^{1}$ is $\mathrm{CR}^{\mathrm{B} 1}$.
[0081] In certain embodiments, $\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen (e.g., $-\mathrm{F},-\mathrm{Cl},-\mathrm{Br}$, or -I), $-\mathrm{CN},-\mathrm{NO}_{2}$, $-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl (e.g., methyl $\left(\mathrm{C}_{1}\right)$, ethyl $\left(\mathrm{C}_{2}\right), n$-propyl $\left(\mathrm{C}_{3}\right)$, $i$-propyl $\left(\mathrm{C}_{3}\right), n$-butyl ( $\left.\mathrm{C}_{4}\right)$,
$i$-butyl $\left(\mathrm{C}_{4}\right), s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkoxy (e.g., methoxy $\left(\mathrm{C}_{1}\right)$, ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right), i$-propoxy $\left(\mathrm{C}_{3}\right), n$-butoxy $\left(\mathrm{C}_{4}\right), i$-butoxy $\left(\mathrm{C}_{4}\right), s$-butoxy $\left(\mathrm{C}_{4}\right), t$ butoxy $\left(\mathrm{C}_{4}\right)$, pentoxy $\left(\mathrm{C}_{5}\right)$, or hexoxy $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di- $n$-propylamino, di- $i$-propylamino, di- $n$-butylamino, di- $i$-butylamino, di- $s$ butylamino, di- $t$-butylamino, dipentylamino, dihexylamino, methylethylamino, methyl- $n$ propylamino, methyl-i-propylamino, methyl- $n$-butylamino, methyl- $i$-butylamino, methyl- $s$ butylamino, methyl-t-butylamino, methylpentylamino, methylhexylamino, ethyl-npropylamino, ethyl- $i$-propylamino, ethyl- $n$-butylamino, ethyl-s-butylamino, ethyl- $i$ butylamino, ethyl- $t$-butylamino, ethylpentylamino, ethylhexylamino, propyl-n-butylamino, propyl- $i$-butylamino, propyl-s-butylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$-butylpentylamino, $i$-butylpentylamino, $s$-butylpentylamino, $t$ butylpentylamino, $n$-butylhexylamino, $i$-butylhexylamino, $s$-butylhexylamino, $t$ butylhexylamino, or pentylhexylamino), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl ( $\mathrm{C}_{3}$ ), 2propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or hexenyl ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{2-6}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl ( $\mathrm{C}_{3}$ ), 1-butynyl $\left(\mathrm{C}_{4}\right)$, 2-butynyl $\left(\mathrm{C}_{4}\right)$, pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), cyclohexadienyl ( $\mathrm{C}_{6}$ ), cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3 - to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), C6-10 aryl (e.g., phenyl or naphthyl), or 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0082] In certain embodiments, $\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0083] In certain embodiments, $\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered
heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$.
[0084] In certain embodiments, $\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0085] In certain embodiments, $\mathrm{R}^{\mathrm{B1}}$ is hydrogen or halogen.
[0086] In certain embodiments, $\mathrm{C}^{1}$ is absent. In certain embodiments, $\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), $n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl $\left(\mathrm{C}_{4}\right), t$-butyl $\left(\mathrm{C}_{4}\right)$, pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{3-6}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl ( $\mathrm{C}_{4}$ ), cyclobutenyl ( $\mathrm{C}_{4}$ ), cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), or cyclohexadienyl ( $\mathrm{C}_{6}$ )), 3- to 6-membered heterocyclyl (e.g., heterocyclyl comprising one 3- to 6-membered ring and 1-3 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S$),-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $C(=O) N R^{c} R^{d}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0087] In certain embodiments, $\mathrm{C}^{1}$ is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{Cl}^{\prime}}\right)^{*}$, or $\left.-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)\right)^{*}$. [0088] In certain embodiments, $\mathrm{R}^{\mathrm{Cl}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and ${ }^{*}$ denotes attachment to Ring B.
[0089] In certain embodiments, each $\mathrm{R}^{\mathrm{Cl}}$ is independently hydrogen, halogen (e.g., $-\mathrm{F},-\mathrm{Cl}$, Br , or -I), - $\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), $n$-propyl ( $\mathrm{C}_{3}$ ), $i$ propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1}$ 6 alkoxy (e.g., methoxy $\left(\mathrm{C}_{1}\right)$, ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right), i$-propoxy $\left(\mathrm{C}_{3}\right), n$-butoxy $\left(\mathrm{C}_{4}\right), i$-butoxy $\left(\mathrm{C}_{4}\right)$, $s$-butoxy ( $\mathrm{C}_{4}$ ), $t$-butoxy ( $\mathrm{C}_{4}$ ), pentoxy ( $\mathrm{C}_{5}$ ), or hexoxy ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di- $n$-propylamino, di- $i$-propylamino, di- $n$-butylamino, di- $i$ butylamino, di- $s$-butylamino, di-t-butylamino, dipentylamino, dihexylamino, methylethylamino, methyl-n-propylamino, methyl-i-propylamino, methyl-n-butylamino, methyl-i-butylamino, methyl-s-butylamino, methyl- $t$-butylamino, methylpentylamino, methylhexylamino, ethyl-n-propylamino, ethyl-i-propylamino, ethyl-n-butylamino, ethyl-sbutylamino, ethyl- $i$-butylamino, ethyl- $t$-butylamino, ethylpentylamino, ethylhexylamino, propyl- $n$-butylamino, propyl- $i$-butylamino, propyl- $s$-butylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$-butylpentylamino, $i$-butylpentylamino, $s$ butylpentylamino, $t$-butylpentylamino, $n$-butylhexylamino, $i$-butylhexylamino, $s$ butylhexylamino, $t$-butylhexylamino, or pentylhexylamino), $\mathrm{C}_{3-6}$ carbocyclyl (e.g., cyclopropyl
$\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl $\left(\mathrm{C}_{5}\right)$, cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, or cyclohexadienyl $\left(\mathrm{C}_{6}\right)$ ) or 3 - to 6 -membered heterocyclyl (e.g., heterocyclyl comprising one 3- to 6-membered ring and 1-3 heteroatoms selected from N, O, and S), wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0090] In certain embodiments, two $\mathrm{R}^{\mathrm{C}}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl ( $\mathrm{C}_{4}$ ), cyclobutenyl ( $\mathrm{C}_{4}$ ), cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), or cyclohexadienyl ( $\mathrm{C}_{6}$ )) or 3- to 6-membered heterocyclyl (e.g., heterocyclyl comprising one 3- to 6-membered ring and 1-3 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), wherein the carbocyclyl or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0091] In certain embodiments, $\mathrm{C}^{2}$ is N or O . In certain embodiments, $\mathrm{C}^{2}$ is N . In certain embodiments, $\mathrm{C}^{2}$ is O .
[0092] In certain embodiments, when $\mathrm{C}^{2}$ is $\mathrm{N}, \mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=O) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0093] In certain embodiments, when $\mathrm{C}^{2}$ is $\mathrm{O}, \mathrm{C}^{1}$ is absent.
[0094] In certain embodiments, $r$ is 0 . In certain embodiments, $r$ is 1 .
[0095] In certain embodiments, $\mathrm{R}^{\mathrm{Dl}}$ is hydrogen, deuterium, or $\mathrm{C}_{1-6}$ alkyl (e.g., methyl $\left(\mathrm{C}_{1}\right)$, ethyl ( $\mathrm{C}_{2}$ ), n-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\mathrm{C}_{6}$ )) optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0096] In certain embodiments, $q$ is 0 . In certain embodiments, $q$ is 1 . In certain embodiments, q is 2 .
[0097] In certain embodiments, each $\mathrm{R}^{\mathrm{D}}$ is independently halogen (e.g., $-\mathrm{F},-\mathrm{Cl},-\mathrm{Br}$, or -I), -$\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), $n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n-$ butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{1-6}$ alkoxy (e.g., methoxy $\left(\mathrm{C}_{1}\right)$, ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right)$, $i$-propoxy $\left(\mathrm{C}_{3}\right)$, $n$-butoxy $\left(\mathrm{C}_{4}\right)$, $i$-butoxy $\left(\mathrm{C}_{4}\right), s$ butoxy ( $\mathrm{C}_{4}$ ), t-butoxy $\left(\mathrm{C}_{4}\right)$, pentoxy $\left(\mathrm{C}_{5}\right)$, or hexoxy $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di-n-propylamino, di-i-propylamino, di-n-butylamino, di- $i-$ butylamino, di- $s$-butylamino, di- $t$-butylamino, dipentylamino, dihexylamino, methylethylamino, methyl- $n$-propylamino, methyl-i-propylamino, methyl-n-butylamino, methyl- $i$-butylamino, methyl-s-butylamino, methyl- $t$-butylamino, methylpentylamino, methylhexylamino, ethyl-n-propylamino, ethyl- $i$-propylamino, ethyl- $n$-butylamino, ethyl-s-
butylamino, ethyl- $i$-butylamino, ethyl- $t$-butylamino, ethylpentylamino, ethylhexylamino, propyl-n-butylamino, propyl-i-butylamino, propyl-s-butylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$-butylpentylamino, $i$-butylpentylamino, $s$ butylpentylamino, $t$-butylpentylamino, $n$-butylhexylamino, $i$-butylhexylamino, $s$ butylhexylamino, $t$-butylhexylamino, or pentylhexylamino), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1propenyl ( $\mathrm{C}_{3}$ ), 2-propenyl ( $\mathrm{C}_{3}$ ), 1-butenyl ( $\mathrm{C}_{4}$ ), 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl ( $\mathrm{C}_{5}$ ), pentadienyl ( $\mathrm{C}_{5}$ ), or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2 \text {-6 }}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl $\left(\mathrm{C}_{3}\right)$, 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl ( $\mathrm{C}_{10}$ ), or spiro[4.5]decanyl ( $\mathrm{C}_{10}$ )), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ aryl (e.g., phenyl or naphthyl), or 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0098] In certain embodiments, each $\mathrm{R}^{\mathrm{D}}$ is independently halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1}$ ${ }_{6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0099] In certain embodiments, each $\mathrm{R}^{\mathrm{D}}$ is independently halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1}-$ 6 alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$.
[0100] In certain embodiments, each $\mathrm{R}^{\mathrm{D}}$ is independently halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1}-$ 6 alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6 -membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl, is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0101] In certain embodiments, d is 0 . In certain embodiments, d is 1 . In certain embodiments, $d$ is 2 . In certain embodiments, $d$ is 3 . In certain embodiments, $d$ is 4 . In certain embodiments, $d$ is 5 .
[0102] In certain embodiments, each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), n-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl ( $\mathrm{C}_{4}$ ), pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl ( $\mathrm{C}_{6}$ ), , $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl $\left(\mathrm{C}_{3}\right)$, 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or hexenyl $\left(\mathrm{C}_{6}\right), \mathrm{C}_{2}$-6 alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl ( $\mathrm{C}_{3}$ ), 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl ( $\mathrm{C}_{7}$ ), cycloheptenyl ( $\mathrm{C}_{7}$ ), cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro- 1 H -indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3 - to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), C 6 -10 aryl (e.g., phenyl or naphthyl), or 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0103] In certain embodiments, each $R^{a}$ is independently $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{2-6}$ alkynyl, $\mathrm{C}_{3 \text {-6 }}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6-membered heteroaryl.
[0104] In certain embodiments, each $R^{a}$ is independently $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{2-6}$ alkynyl, $\mathrm{C}_{3 \text {-6 }}$ carbocyclyl, or 3- to 6-membered heterocyclyl.
[0105] In certain embodiments, each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0106] In certain embodiments, each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl $\left(\mathrm{C}_{1}\right)$, ethyl ( $\mathrm{C}_{2}$ ), $n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$-butyl $\left(\mathrm{C}_{4}\right)$, pentyl ( $\mathrm{C}_{5}$ ), or hexyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl ( $\mathrm{C}_{3}$ ), 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2-6}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl ( $\mathrm{C}_{3}$ ), 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl $\left(\mathrm{C}_{5}\right)$,
cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3 - to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), C 6 -10 aryl (e.g., phenyl or naphthyl), or 5- to 10 -membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0107] In certain embodiments, each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-}$ ${ }_{6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5 - to 6 -membered heteroaryl.
[0108] In certain embodiments, each $R^{b}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2 \text { - }}$ 6 alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl.
[0109] In certain embodiments, each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, or $\mathrm{C}_{2-6}$ alkynyl, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$.
[0110] In certain embodiments, each $\mathrm{R}^{\mathrm{c}}$ and each $\mathrm{R}^{\mathrm{d}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), $n$-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl ( $\mathrm{C}_{4}$ ), $t$ butyl $\left(\mathrm{C}_{4}\right)$, pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl $\left(\mathrm{C}_{2}\right)$, 1-propenyl $\left(\mathrm{C}_{3}\right), 2-$ propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or hexenyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{2-6}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl $\left(\mathrm{C}_{3}\right)$, 2-propynyl ( $\mathrm{C}_{3}$ ), 1-butynyl $\left(\mathrm{C}_{4}\right)$, 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\left.\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), cyclohexadienyl ( $\mathrm{C}_{6}$ ), cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl $\left(\mathrm{C}_{10}\right)$, cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro- 1 H -indenyl $(\mathrm{C} 9)$, decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), C6-10 aryl (e.g., phenyl or naphthyl), or 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and
S), wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0111] In certain embodiments, each $R^{c}$ and each $R^{d}$ is independently hydrogen, $C_{1-6}$ alkyl, $C_{3}$ 6 carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, carbocyclyl, or heterocyclylis optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0112] In certain embodiments, $\mathrm{R}^{\mathrm{c}}$ and $\mathrm{R}^{\mathrm{d}}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), wherein the heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0113] In certain embodiments, $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{2}$.
[0114] In certain embodiments, $\mathrm{R}^{\mathrm{Z}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1}-$ 6 alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3 - to 6membered heterocyclyl.
[0115] In certain embodiments, each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), n-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl $\left(\mathrm{C}_{4}\right), t$-butyl $\left(\mathrm{C}_{4}\right)$, pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkoxy (e.g., methoxy $\left(\mathrm{C}_{1}\right)$, ethoxy $\left(\mathrm{C}_{2}\right)$, propoxy $\left(\mathrm{C}_{3}\right), i$-propoxy $\left(\mathrm{C}_{3}\right), n$-butoxy $\left(\mathrm{C}_{4}\right), i$-butoxy $\left(\mathrm{C}_{4}\right), s$-butoxy $\left(\mathrm{C}_{4}\right), t$-butoxy $\left(\mathrm{C}_{4}\right)$, pentoxy ( $\mathrm{C}_{5}$ ), or hexoxy $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{1-6}$ alkylamino (e.g., dimethylamino, diethylamino, di-npropylamino, di- $i$-propylamino, di- $n$-butylamino, di- $i$-butylamino, di- $s$-butylamino, di- $t$ butylamino, dipentylamino, dihexylamino, methylethylamino, methyl-n-propylamino, methyl-$i$-propylamino, methyl- $n$-butylamino, methyl- $i$-butylamino, methyl-s-butylamino, methyl- $t$ butylamino, methylpentylamino, methylhexylamino, ethyl-n-propylamino, ethyl-ipropylamino, ethyl- $n$-butylamino, ethyl- $s$-butylamino, ethyl- $i$-butylamino, ethyl- $t$-butylamino, ethylpentylamino, ethylhexylamino, propyl- $n$-butylamino, propyl- $i$-butylamino, propyl-sbutylamino, propyl- $t$-butylamino, propylpentylylamino, propylhexylamino, $n$ butylpentylamino, $i$-butylpentylamino, $s$-butylpentylamino, $t$-butylpentylamino, $n$ butylhexylamino, $i$-butylhexylamino, $s$-butylhexylamino, $t$-butylhexylamino, or
 $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or hexenyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2}-6$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl ( $\mathrm{C}_{3}$ ), 1-butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{3}-12$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl ( $\mathrm{C}_{4}$ ), cyclobutenyl ( $\mathrm{C}_{4}$ ), cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$,
cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1 H -indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanyl $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3 - to 8 -membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S), C 6 6-10 aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and $\mathrm{S}),-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl.
[0116] In certain embodiments, each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl.
[0117] In certain embodiments, each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- to 6-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl.
[0118] In certain embodiments, each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl or heterocyclyl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl.
[0119] In certain embodiments, each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl or heterocyclyl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl.
[0120] In certain embodiments, two $\mathrm{R}^{\mathrm{u}}$, together with the carbon atom(s) to which they are attached, form $\mathrm{C}_{3-6}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl ( $\mathrm{C}_{4}$ ), cyclobutenyl ( $\mathrm{C}_{4}$ ), cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl ( $\mathrm{C}_{6}$ ), cyclohexenyl ( $\mathrm{C}_{6}$ ), or cyclohexadienyl ( $\mathrm{C}_{6}$ )) or 3- to 6-membered heterocyclyl (e.g., heterocyclyl comprising one 3 - to 6-membered ring and 1-3 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ).
[0121] In certain embodiments, two geminal $\mathrm{R}^{\mathrm{u}}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocyclyl (e.g., cyclopropyl ( $\mathrm{C}_{3}$ ), cyclopropenyl ( $\mathrm{C}_{3}$ ), cyclobutyl ( $\mathrm{C}_{4}$ ), cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl $\left(\mathrm{C}_{5}\right)$, cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, or cyclohexadienyl ( $\mathrm{C}_{6}$ )) or 3- to 6-membered heterocyclyl (e.g., heterocyclyl comprising one 3 - to 6-membered ring and 1-3 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ).
[0122] In certain aspects, the present disclosure provides compounds of Formula I:

and pharmaceutically acceptable salts, solvates, or stereoisomers thereof, wherein:
$\mathrm{R}^{1}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, - $\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$R^{1}$ and $R^{2}$, together with the intervening carbon atoms, form optionally substituted 7- to 16membered spiro heterocycle;

Y " is N or $\mathrm{CR}^{3}$;
$\mathrm{R}^{3}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, $-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$R^{2}$ and $R^{3}$, together with the intervening carbon atoms, form optionally substituted 7- to 16membered spiro heterocycle;
provided that either $R^{1}$ and $R^{2}$, or $R^{2}$ and $R^{3}$ form optionally substituted 7- to 16-membered spiro heterocycle;
$\mathrm{Y}^{\prime}$ is N or $\mathrm{CR}^{\mathrm{Y}^{\prime}}$;
$\mathrm{R}^{\mathrm{Y}^{\prime}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, 5- to 10-membered heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
--- denotes an optional covalent bond between Y and U ;
when the bond between Y and U is absent:
$r$ is 0 or 1 ;
Y is N or $\mathrm{CR}^{\mathrm{Y}}$;
$\mathrm{R}^{\mathrm{Y}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
U is hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
when the bond between Y and U is present:
r is 1 ;
Y is C ;
U is $-\mathrm{CH}_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{U}}\right)^{-*},-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{U}}\right)-*$;
$\mathrm{R}^{\mathrm{U}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and * denotes attachment to Ring B;
$\mathrm{R}^{4}$ is hydrogen, deuterium, $\mathrm{C}_{1-6}$ haloalkyl, or $\mathrm{C}_{1-6}$ alkyl; and q is an integer from 0 to 2 ,
wherein:
each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl; or
two $\mathrm{R}^{\mathrm{u}}$, together with the one or more intervening atoms, form $\mathrm{C}_{6-10}$ aryl, 5 - to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl or 3- to 12-membered heterocyclyl;
each $R^{a}$ is independently $C_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl;
each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; and each $R^{c}$ and $R^{d}$ is independently hydrogen, $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; or
$R^{c}$ and $R^{d}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl,
wherein each occurrence of $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{\mathrm{z}}$; and
each $\mathrm{R}^{\mathrm{Z}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl.
[0123] In certain embodiments, the compound of Formula $\mathbf{I}$ is a compound of Formula I-1

(I-1),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof.
[0124] In certain embodiments, U is $-\mathrm{CH}_{2}$ - or $-\mathrm{C}(=\mathrm{O})$-.
[0125] In certain embodiments, the compound of Formula I is a compound of Formula I-2

(I-2),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof.
[0126] In certain embodiments, Y is N .
[0127] In certain embodiments, Y is $\mathrm{CR}^{\mathrm{Y}}$.
[0128] In certain embodiments, $\mathrm{R}^{\mathrm{Y}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0129] In certain embodiments, $\mathrm{R}^{\mathrm{Y}}$ is hydrogen, halogen, $\mathrm{C}_{1-6}$ alkoxy.
[0130] In certain embodiments, $\mathrm{R}^{1}$ and $\mathrm{R}^{2}$, together with the intervening carbon atoms, form optionally substituted 7 - to 16 -membered spiro heterocycle.
[0131] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{i}}$. In certain embodiments, the 7- to 16membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $R^{\mathrm{Z1}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $R^{Z 2}$.
[0132] In certain embodiments, $R^{u}$ is $R^{i}$. In certain embodiments, $R^{u}$ is $R^{X 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z1}}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z2}}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $R^{i}$ is $R^{Z 1}$. In certain embodiments, $R^{i}$ is $R^{Z 2}$.
[0133] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, -
$\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl. [0134] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is

wherein:
Ring $\mathrm{A}^{2}$ is $\mathrm{C}_{3-12}$ carbocycle or 3 - to 12-membered heterocycle;
each X is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})$-, or $-\mathrm{S}(=\mathrm{O})_{2}$-;
each Z is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{Z2}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2_{2}}$;
each occurrence of $\mathrm{R}^{\mathrm{X1}}$ and $\mathrm{R}^{\mathrm{Z1}}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$,
$\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to $10-$ membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, - $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, - $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, - $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{c} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{c} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; two geminal $\mathrm{R}^{\mathrm{X} 1}$ or two geminal $\mathrm{R}^{\mathrm{Z1}}$ together form oxo; or
two $R^{\mathrm{X1}}$ or two $\mathrm{R}^{\mathrm{Z1}}$, together with the intervening carbon atom(s), form $\mathrm{C}_{3-12}$ carbocyclyl or 3to 12 -membered heterocyclyl, wherein the carbocyclyl or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $R^{X 2}$ and $R^{Z 2}$ is independently hydrogen or $C_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{m}^{\prime}$ and n ' are independently an integer selected from 0 to 3 ;
provided that either m' or $n$ ' is 0 ;
each $\mathrm{R}^{\mathrm{i}}$ independently is oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$
carbocyclyl, 3- to 12-membered heterocyclyl, - $\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and s is an integer selected from 0 to 10.
[0135] In certain embodiments, the 7- to 16-membered spiro heterocycle is


wherein o is an integer selected from 0 to 2 .
[0136] In certain embodiments, Ring $\mathrm{A}^{1}$ is 4 - to 6 -membered heterocycle.
[0137] In certain embodiments, X is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}$, or $-\mathrm{O}-$, and Z is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2^{-}},-\mathrm{NR}^{\mathrm{Z2}}$-, or -O-.
[0138] In certain embodiments, the compound of Formula $\mathbf{I - 1}$ is a compound of Formula I-1-a-i, I-1-a-ii, I-1-a-iii, I-1-a-iv, I-1-a-v, I-1-a-vi, I-1-a-vii, I-1-a-viii, I-1-a-ix, I-1-a-x, I-1-axi, I-1-a-xii, or I-1-a-xiii:

(I-1-a-i),

(I-1-a-ii),

(I-1-a-iii),

(I-1-a-iv),

(I-1-a-v),

(I-1-a-vi),


(I-1-a-viii),

(I-1-a-ix),

(I-1-a-x),

(I-1-a-xi),

(I-1-a-xii),

(I-1-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein
$\mathrm{R}^{5}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12 -membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{5}$ is an amino-protecting group; and
m and n are independently an integer selected from 0 to 2 .
[0139] In certain embodiments, the compound of Formula I-2 is a compound of Formula I-2-a-i, I-2-a-ii, I-2-a-iii, I-2-a-iv, I-2-a-v, I-2-a-vi, I-2-a-vii, I-2-a-viii, I-2-a-ix, I-2-a-x, I-2-axi, 1-2-a-xii, or 1-2-a-xiii:

(I-2-a-i),

(I-2-a-ii),

(I-2-a-iiii),

(I-2-a-iv),

(I-2-a-v),

(I-2-a-vi),

(I-2-a-vii),

(I-2-a-viii),

(I-2-a-ix),

(I-2-a-x),

(I-2-a-xi),


(I-2-a-xiii),
(I-2-a-xii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein
$\mathrm{R}^{5}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12 -membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$R^{5}$ is an amino-protecting group; and
m and n are independently an integer selected from 0 to 2 .
[0140] In certain embodiments, each $R^{5}$ is independently hydrogen, $C_{1-6}$ alkyl, $C_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $R^{u}$.
[0141] In certain embodiments, each $\mathrm{R}^{5}$ is independently hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0142] In certain embodiments, Y " is N .
[0143] In certain embodiments, Y " is $\mathrm{CR}^{3}$.
[0144] In certain embodiments, $\mathrm{R}^{3}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0145] In certain embodiments, $\mathrm{R}^{3}$ is hydrogen.
[0146] In certain embodiments, $\mathrm{R}^{2}$ and $\mathrm{R}^{3}$, together with the intervening carbon atoms, form optionally substituted 7 - to 16 -membered spiro heterocycle.
[0147] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{i}}$. In certain embodiments, the 7- to 16membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{Z1}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{Z2}}$.
[0148] In certain embodiments, $R^{u}$ is $R^{i}$. In certain embodiments, $R^{u}$ is $R^{X 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z1}}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z2}}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $R^{i}$ is $R^{Z 1}$. In certain embodiments, $R^{i}$ is $R^{Z 2}$.
[0149] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},{ }^{-}$ $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $N R^{c} S(=O)_{2} N R^{c} R^{d}, \quad-N R^{b} C(=O) N R^{c} R^{d}, \quad-N R^{b} C(=O) R^{a}, \quad-N R^{b} C(=O) O R^{b}, \quad-O S(=O)_{2} R^{a}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl.
[0150] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is

wherein:
Ring $\mathrm{A}^{2}$ is $\mathrm{C}_{3-12}$ carbocycle or 3- to 12-membered heterocycle;
each X is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})$-, or $-\mathrm{S}(=\mathrm{O})_{2}-$;
each Z is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{Z2}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2_{2}-}$;
each occurrence of $\mathrm{R}^{\mathrm{X} 1}$ and $\mathrm{R}^{\mathrm{Z1}}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$,
$\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to $10-$
membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; two geminal $\mathrm{R}^{\mathrm{X} 1}$ or two geminal $\mathrm{R}^{\mathrm{Z1}}$ together form oxo; or
two $\mathrm{R}^{\mathrm{X} 1}$ or two $\mathrm{R}^{\mathrm{Z1}}$, together with the intervening carbon atom(s), form $\mathrm{C}_{3-12}$ carbocyclyl or 3to 12 -membered heterocyclyl, wherein the carbocyclyl or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{X} 2}$ and $\mathrm{R}^{\mathrm{Z2}}$ is independently hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{m}^{\prime}$ and n ' are independently an integer selected from 0 to 3 ;
provided that either m' or $n$ ' is 0 ;
each $\mathrm{R}^{\mathrm{i}}$ independently is oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and s is an integer selected from 0 to 10.
[0151] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is

wherein $o$ is an integer selected from 0 to 2 .
[0152] In certain embodiments, Ring $A^{1}$ is 4 - to 6 -membered heterocycle.
[0153] In certain embodiments, X is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}$, or $-\mathrm{O}-$, and Z is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2^{-}},-\mathrm{NR}^{\mathrm{Z2}-}$, or -O-.
[0154] In certain embodiments, the compound of Formula $\mathbf{I} \mathbf{- 1}$ is a compound of Formula I-1-b-i, I-1-b-ii, I-1-b-iii, I-1-b-iv, I-1-b-v, I-1-b-vi, I-1-b-vii, I-1-b-viii, I-1-b-ix, I-1-b-x, I-1-b-xi, I-1-b-xii, or I-1-b-xiii:

(I-1-b-i),

(I-1-b-ii),

(I-1-b-iii),

(I-1-b-iv),

(I-1-b-v),

(I-1-b-vi),

(I-1-b-vii),

(I-1-b-viii),

(I-1-b-ix),

(I-1-b-x),

(I-1-b-xi),

(I-1-b-xii), or

(I-1-b-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein
$\mathrm{R}^{5}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{5}$ is an amino-protecting group; and
m and n are independently an integer selected from 0 to 2 .
[0155] In certain embodiments, the compound of Formula I-2 is a compound of Formula I-2-
b-i, I-2-b-ii, I-2-b-iii, I-2-b-iv, I-2-b-v, I-2-b-vi, I-2-b-vii, I-2-b-viii, I-2-b-ix, I-2-b-x, I-2-b-xi, I-2-b-xii, or I-2-b-xiii:


(I-2-b-ii),

(I-2-b-iii),

(I-2-b-iv),

(I-2-b-v),

(I-2-b-vi),

(I-2-b-vii),

(I-2-b-viii),

(I-2-b-ix),

(I-2-b-x),



(I-2-b-xiii),
(I-2-b-xii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein
$\mathrm{R}^{5}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, - $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{5}$ is an amino-protecting group; and
m and n are independently an integer selected from 0 to 2 .
[0156] In certain embodiments, each $R^{5}$ is independently hydrogen, $C_{1-6}$ alkyl, $C_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0157] In certain embodiments, each $\mathrm{R}^{5}$ is independently hydrogen or $\mathrm{C}_{1-6}$ alkyl.
[0158] In certain embodiments, $\mathrm{R}^{1}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0159] In certain embodiments, $\mathrm{R}^{1}$ is hydrogen.
[0160] In certain embodiments, $\mathrm{Y}^{\prime}$ is N .
[0161] In certain embodiments, $\mathrm{Y}^{\prime}$ is $\mathrm{CR}^{\mathrm{Y}^{\prime}}$.
[0162] In certain embodiments, $\mathrm{R}^{\mathrm{Y}^{\prime}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0163] In certain embodiments, $\mathrm{R}^{\mathrm{Y}^{\prime}}$ is hydrogen.
[0164] In certain embodiments, each $\mathrm{R}^{\mathrm{i}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0165] In certain embodiments, $s$ is an integer selected from 0 to 8 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 7 , as valency permits. In certain embodiments, s is an integer selected from 0 to 6 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 5 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 4 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 3 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 2 , as valency permits. In certain embodiments, s is 0 or 1 , as valency permits.
[0166] In certain embodiments, $s$ is 0 . In certain embodiments, $s$ is 1 . In certain embodiments, $s$ is 2 . In certain embodiments, $s$ is 3 . In certain embodiments, $s$ is 4 . In certain embodiments, $s$ is 5 . In certain embodiments, $s$ is 6 . In certain embodiments, $s$ is 7 . In certain embodiments, $s$ is 8 .
[0167] In certain embodiments, $R^{4}$ is hydrogen. In certain embodiments, $R^{4}$ is deuterium. In certain embodiments, $\mathrm{R}^{4}$ is $\mathrm{C}_{1-6}$ haloalkyl. In certain embodiments, $\mathrm{R}^{4}$ is $\mathrm{C}_{1-6}$ alkyl.
[0168] In certain embodiments, $q$ is 0 . In certain embodiments, $q$ is 1 . In certain embodiments, q is 2 . In certain embodiments, q is 0 or 1 . In certain embodiments, q is 0 or 2 . In certain embodiments, q is 1 or 2 .

## Bifunctional Degraders

[0169] In certain aspects, the present disclosure provides conjugates comprising a compound disclosed herein being connected to a ligand for a protein (e.g., via a linker).
[0170] In certain aspects, the present disclosure provides conjugates of Formula II:

(II),
and pharmaceutically acceptable salts, solvates, or stereoisomers thereof, wherein: $\mathrm{B}^{2}$ is N or $\mathrm{CR}^{\mathrm{B} 2}$;
$\mathrm{B}^{3}$ is N or $\mathrm{CR}^{\mathrm{B} 3}$;
$\mathrm{B}^{4}$ is N or $\mathrm{CR}^{\mathrm{B4}}$;
$\mathrm{B}^{5}$ is N or $\mathrm{CR}^{\mathrm{B} 5}$;
$R^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B} 4}$, and $\mathrm{R}^{\mathrm{B} 5}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}} \text {, }-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}} \text {, - }-\mathrm{l}}$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; wherein one of $R^{B 2}$ and $R^{B 3}, R^{B 3}$ and $R^{B 4}$, or $R^{B 4}$ and $R^{B 5}$, together with the carbon atoms to which they are bonded, form Ring A attached to L-T, wherein Ring A is optionally substituted 7 - to 16 -membered spiro heterocycle;
--- denotes an optional covalent bond between $B^{1}$ and $C^{1}$;
i) when the bond between $B^{1}$ and $C^{1}$ is present:
$r$ is 1 ;
$\mathrm{B}^{1}$ is C ;
$\mathrm{C}^{1}$ is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{Cl}}\right)-*$, or $\left.-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)\right)^{*}$;
each $\mathrm{R}^{\mathrm{C} 1}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
two $\mathrm{R}^{\mathrm{C} 1}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocycle or 3- to 6-membered heterocycle, wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{R}^{\mathrm{Cl}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and * denotes attachment to Ring B; and
$\mathrm{C}^{2}$ is N ;
ii) when the bond between $\mathrm{B}^{1}$ and $\mathrm{C}^{1}$ is absent:
$r$ is 0 or 1 ;
$\mathrm{B}^{1}$ is N or $\mathrm{CR}^{\mathrm{B} 1}$;
$\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl,
or 5- to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{1}$ is absent; or
$\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{2}$ is N or O ;
wherein i) when $\mathrm{C}^{2}$ is N , then $\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{c} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; ii) when $\mathrm{C}^{2}$ is O , then $\mathrm{C}^{1}$ is absent;
$\mathrm{R}^{\mathrm{D1}}$ is hydrogen, deuterium, or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; q is an integer from 0 to 2 ,
each $\mathrm{R}^{\mathrm{D}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
d is an integer selected from 0 to 5 ;
$\mathbf{L}$ is a linker; and
$\mathbf{T}$ is a ligand for a protein,
wherein:
each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, - $\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino,
$\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, and 5- or 6-membered heteroaryl; or
two $\mathrm{R}^{\mathrm{u}}$, together with the one or more intervening atoms, form $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl;
each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to $12-$ membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl;
each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; and
each $R^{c}$ and $R^{d}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; or
$R^{c}$ and $R^{d}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl or 5- to 10 -membered heteroaryl, wherein the heterocyclyl or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, - CN , $\mathrm{NO}_{2}$, $-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl;
wherein each of $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{2}$;
each $\mathrm{R}^{\mathrm{Z}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- or 6-membered heteroaryl,
wherein each of the variables in Formula II is described herein.
[0171] L, a linker, is a divalent chemical moiety that connects the ligand of a protein with the cereblon ligand disclosed herein. $\mathbf{L}$ configures the ligand and the cereblon ligand such that the construct functions as a bifunctional degrader which binds the cereblon ligand and selectively degrades the target protein.
[0172] In certain embodiments, $\mathbf{L}$ is a linker comprising $C_{1-6}$ alkylene, $C_{2-6}$ alkenylene, $C_{2-6}$ alkynylene, $\mathrm{C}_{3 \text {-12 }}$ carbocyclylene, 3- to 12 -membered heterocyclylene, $\mathrm{C}_{6-10}$ arylene, 5- to 10membered heteroarylene, $-\mathrm{C}(=\mathrm{O})-,-\mathrm{C}(=\mathrm{O}) \mathrm{N}\left(\mathrm{R}^{\mathrm{L}}\right)-,-\mathrm{C}(=\mathrm{O}) \mathrm{O}-,-\mathrm{N}\left(\mathrm{R}^{\mathrm{L}}\right)^{\prime}$-, - $\mathrm{O}-,-\mathrm{S}-$, or $-\mathrm{S}(=\mathrm{O})_{2^{-}}$, wherein the alkylene, alkenylene, carbocyclylene, heterocyclylene, arylene, or heteroarylene is optionally substituted by one or more $\mathrm{R}^{\mathrm{u}}$.
[0173] In certain embodiments, $\mathbf{L}$ is of Formula II-2

wherein:

* denotes attachment to $\mathbf{T}$ and ** denotes attachment to $\mathbf{C}$;
each $\mathrm{L}^{\prime}$ is independently $\mathrm{C}_{1-6}$ alkylene, $\mathrm{C}_{2-6}$ alkenylene, $\mathrm{C}_{2-6}$ alkynylene, $\mathrm{C}_{3-12}$ carbocyclylene, 3- to 12-membered heterocyclylene, $\mathrm{C}_{6-10}$ arylene, 5- to 10 -membered heteroarylene, -$\mathrm{C}(=\mathrm{O})-,-\mathrm{C}(=\mathrm{O}) \mathrm{N}\left(\mathrm{R}^{\mathrm{L}}\right)_{-},-\mathrm{C}(=\mathrm{O}) \mathrm{O}-,-\mathrm{N}\left(\mathrm{R}^{\mathrm{L}}\right)-,-\mathrm{O}-,-\mathrm{S}-$, or $-\mathrm{S}(=\mathrm{O})_{2}$, wherein the alkylene, alkenylene, carbocyclylene, heterocyclylene, arylene, or heteroarylene is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{L}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3 - to 12 -membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5 - to 10 -membered heteroaryl, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and

1 is an integer selected from 0 to 6.
[0174] In certain embodiments, each L is independently $\mathrm{C}_{1-6}$ alkylene (e.g., methylene ( $-\mathrm{CH}_{2}-$ ), ethylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2}-$ ), propylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-), butylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-), pentylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-), and hexylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-) , $\mathrm{C}_{2-6}$ alkenylene (e.g., ethenylene $\left(\mathrm{C}_{2}\right)$, 1-propenylene $\left(\mathrm{C}_{3}\right)$, 2-propenylene $\left(\mathrm{C}_{3}\right)$, 1-butenylene $\left(\mathrm{C}_{4}\right)$, 2-butenylene $\left(\mathrm{C}_{4}\right)$, butadienylene $\left(\mathrm{C}_{4}\right)$, pentenylene $\left(\mathrm{C}_{5}\right)$, pentadienylene $\left(\mathrm{C}_{5}\right)$, or hexenylene $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkynylene (e.g., ethynylene ( $\mathrm{C}_{2}$ ), 1-propynylene ( $\mathrm{C}_{3}$ ), 2-propynylene $\left(\mathrm{C}_{3}\right)$, 1-butynylene $\left(\mathrm{C}_{4}\right)$, 2-butynylene ( $\mathrm{C}_{4}$ ), pentynylene $\left(\mathrm{C}_{5}\right)$, or hexynylene $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{3-12}$ carbocyclylene (e.g., cyclopropylene $\left(\mathrm{C}_{3}\right)$, cyclopropenylene $\left(\mathrm{C}_{3}\right)$, cyclobutylene $\left(\mathrm{C}_{4}\right)$, cyclobutenylene $\left(\mathrm{C}_{4}\right)$, cyclopentylene $\left(\mathrm{C}_{5}\right)$, cyclopentenylene $\left(\mathrm{C}_{5}\right)$, cyclohexylene $\left(\mathrm{C}_{6}\right)$, cyclohexenylene $\left(\mathrm{C}_{6}\right)$, cyclohexadienylene $\left(\mathrm{C}_{6}\right)$, cycloheptylene $\left(\mathrm{C}_{7}\right)$, cycloheptenylene $\left(\mathrm{C}_{7}\right)$, cycloheptadienylene $\left(\mathrm{C}_{7}\right)$, cycloheptatrienylene $\quad\left(\mathrm{C}_{7}\right)$, cyclooctylene $\quad\left(\mathrm{C}_{8}\right)$, cyclooctenylene $\quad\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanylene $\left(\mathrm{C}_{7}\right)$, bicyclo[2.2.2]octanylene $\left(\mathrm{C}_{8}\right)$, cyclononylene $\left(\mathrm{C}_{9}\right)$, cyclononenylene ( $\mathrm{C}_{9}$ ), cyclodecylene ( $\mathrm{C}_{10}$ ), cyclodecenylene ( $\mathrm{C}_{10}$ ), octahydro- 1 H -indenylene $\left(\mathrm{C}_{9}\right)$, decahydronaphthalenylene $\left(\mathrm{C}_{10}\right)$, or spiro[4.5]decanylene $\left(\mathrm{C}_{10}\right)$ ), 3- to 12-membered heterocyclylene (e.g., heterocyclylene comprising one or two 3- to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ arylene (e.g., phenylene or naphthylene), 5- to 10-membered heteroarylene (e.g., heteroarylene comprising one or two 5- or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S$),-\mathrm{C}(=\mathrm{O})-,-\mathrm{C}(=\mathrm{O}) \mathrm{N}\left(\mathrm{R}^{\mathrm{L} 2}\right)-,-\mathrm{C}(=\mathrm{O}) \mathrm{O}-,-\mathrm{N}\left(\mathrm{R}^{\mathrm{L} 2}\right)-$
, -O-, -S-, or $-\mathrm{S}(=\mathrm{O})_{2}$-, wherein the alkylene, alkenylene, carbocyclylene, heterocyclylene, arylene, or heteroarylene is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0175] In certain embodiments, each $L^{\prime}$ is independently $\mathrm{C}_{1-6}$ alkylene, $\mathrm{C}_{3-12}$ carbocyclylene, 3- to 12-membered heterocyclylene, $-\mathrm{C}(=\mathrm{O})-,-\mathrm{C}(=\mathrm{O}) \mathrm{N}\left(\mathrm{R}^{\mathrm{L}^{\prime}}\right)-,-\mathrm{C}(=\mathrm{O}) \mathrm{O}-,-\mathrm{N}\left(\mathrm{R}^{\mathrm{L}^{\prime}}\right)-,-\mathrm{O}-,-\mathrm{S}-$, or $-\mathrm{S}(=\mathrm{O})_{2^{-}}$, wherein the alkylene, alkenylene, carbocyclylene, heterocyclylene, arylene, or heteroarylene is optionally substituted with one or more $R^{u}$.
[0176] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{L}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl (e.g., methyl ( $\mathrm{C}_{1}$ ), ethyl ( $\mathrm{C}_{2}$ ), n-propyl ( $\mathrm{C}_{3}$ ), $i$-propyl ( $\mathrm{C}_{3}$ ), $n$-butyl ( $\mathrm{C}_{4}$ ), $i$-butyl ( $\mathrm{C}_{4}$ ), $s$-butyl $\left(\mathrm{C}_{4}\right), t$-butyl $\left(\mathrm{C}_{4}\right)$, pentyl $\left(\mathrm{C}_{5}\right)$, or hexyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkenyl (e.g., ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl ( $\mathrm{C}_{3}$ ), 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1-butenyl $\left(\mathrm{C}_{4}\right)$, 2-butenyl $\left(\mathrm{C}_{4}\right)$, butadienyl $\left(\mathrm{C}_{4}\right)$, pentenyl $\left(\mathrm{C}_{5}\right)$, pentadienyl $\left(\mathrm{C}_{5}\right)$, or hexenyl $\left(\mathrm{C}_{6}\right)$ ), $\mathrm{C}_{2-6}$ alkynyl (e.g., ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2-propynyl ( $\mathrm{C}_{3}$ ), 1butynyl ( $\mathrm{C}_{4}$ ), 2-butynyl ( $\mathrm{C}_{4}$ ), pentynyl ( $\mathrm{C}_{5}$ ), or hexynyl ( $\mathrm{C}_{6}$ ), $\mathrm{C}_{3-12}$ carbocyclyl (e.g., cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl ( $\mathrm{C}_{5}$ ), cyclopentenyl ( $\mathrm{C}_{5}$ ), cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl $\left(\mathrm{C}_{7}\right)$, cycloheptadienyl $\left(\mathrm{C}_{7}\right)$, cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl ( $\mathrm{C}_{8}$ ), bicyclo[2.2.1]heptanyl ( $\mathrm{C}_{7}$ ), bicyclo[2.2.2]octanyl ( $\mathrm{C}_{8}$ ), cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro- 1 H -indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl ( $\mathrm{C}_{10}$ ), or spiro[4.5]decanyl ( $\mathrm{C}_{10}$ )), 3- to 12-membered heterocyclyl (e.g., heterocyclyl comprising one or two 3- to 8-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S ), $\mathrm{C}_{6-10}$ aryl (e.g., phenyl or naphthyl), 5- to 10-membered heteroaryl (e.g., heteroaryl comprising one or two 5 - or 6-membered rings and 1-5 heteroatoms selected from $\mathrm{N}, \mathrm{O}$, and S$),-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $C(=O) N R^{c} R^{d}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0177] In certain embodiments, each occurrence of $\mathrm{R}^{\mathrm{L}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0178] In certain embodiments, 1 is 0 . In certain embodiments, $t$ is 1 . In certain embodiments, 1 is 2 . In certain embodiments, 1 is 3 . In certain embodiments, 1 is 4 . In certain embodiments, 1 is 5 . In certain embodiments, 1 is 6 .
[0179] T, a ligand of a protein, is a chemical entity that competitively or non-competitively binds a protein.
[0180] In certain embodiments, the protein is B7.1 and B7, TINFRlm, TNFR2, NADPH oxidase, BclIBax and other partners in the apotosis pathway, C5a receptor, HMG-CoA reductase, PDE V phosphodiesterase type, PDE IV phosphodiesterase type 4, PDE I, PDEII, PDEIII, squalene cyclase inhibitor, CXCR1, CXCR2, nitric oxide (NO) synthase, cyclooxygenase 1 , cyclo-oxygenase 2 , 5 HT receptors, dopamine receptors, G Proteins, i.e., Gq, histamine receptors, 5 -lipoxygenase, tryptase serine protease, thymidylate synthase, purine nucleoside phosphorylase, GAPDH trypanosomal, glycogen phosphorylase, Carbonic anhydrase, chemokine receptors, JAW STAT, RXR and similar, HIV 1 protease, HIV 1 integrase, influenza, neuramimidase, hepatitis B reverse transcriptase, sodium channel, multi drug resistance (MDR), protein P- glycoprotein (and MRP), tyrosine kinases, CD23, CD124, tyrosine kinase p56 lck, CD4, CD5, IL-2 receptor, IL-1 receptor, TNF-alphaR, ICAM1, Cat+ channels, VC AM, VLA-4 integrin, selectins, CD40/CD40L, newokinins and receptors, inosine monophosphate dehydrogenase, p38 MAP Kinase, RasIRaflMEWERK pathway, interleukin1 converting enzyme, caspase, HCV, NS3 protease, HCV NS3 RNA helicase, glycinamide ribonucleotide formyl transferase, rhinovirus 3C protease, herpes simplex virus-1 (HSV-I), protease, cytomegalovirus (CMV) protease, poly (ADP-ribose) polymerase, cyclin dependent kinases, vascular endothelial growth factor, oxytocin receptor, microsomal transfer protein inhibitor, bile acid transport inhibitor, 5 alpha reductase inhibitors, angiotensin 11, glycine receptor, noradrenaline reuptake receptor, endothelin receptors, neuropeptide Y and receptor, estrogen receptors, androgen receptors (AR), adenosine receptors, adenosine kinase and AMP deaminase, purinergic receptors (P2Y1, P2Y2, P2Y4, P2Y6, P2X1-7), farnesyl transferases, geranylgeranyl transferase, TrkA a receptor for NGF, beta-amyloid, tyrosine kinase FlkIIKDR, vitronectin receptor, integrin receptor, Her-2l neu, telomerase inhibition, cytosolic phospholipaseA2 and EGF receptor tyrosine kinase. Additional protein targets include, for example, ecdysone 20-monooxygenase, ion channel of the GABA gated chloride channel, acetylcholinesterase, voltage-sensitive sodium channel protein, calcium release channel, and chloride channels. Still further target proteins include Acetyl-CoA carboxylase, adenylosuccinate synthetase, protoporphyrinogen oxidase, and enolpyruvylshikimatephosphate synthase.
[0181] In certain embodiments, the protein is an androgen receptor (AR), an estrogen receptor (ER), signal transducer and activator of transcription 3 (STAT3), signal transducer and activator of transcription 5 (STAT5), CREB-binding protein/EP300(E1A) binding protein (CBP/p300), SWI/SNF Related, Matrix Associated, Actin Dependent Regulator Of Chromatin, Subfamily A, Member 2/4 (SMARCA2/4), kkaros Zine Finger (IKZF)1, IKZF2, or IKZF3,

Kirsten rat sarcoma viral oncogene homolog G12D (KRAS G12D), Sre homology region 2containing protein tyrosine phosphatase 2 (SHP2), or bromodomain-containing protein 4 (BRD4).
[0182] In certain embodiments, $\mathbf{T}$ is a small molecule.
[0183] In certain embodiments, $\mathbf{T}$ is an antibody.
[0184] In certain embodiments, $\mathbf{T}$ is a peptide. In certain embodiments, the peptide has about 5 amino acids. In certain embodiments, the peptide has about 10 amino acids. In certain embodiments, the peptide has about 15 amino acids. In certain embodiments, the peptide has about 20 amino acids. In certain embodiments, the peptide has about 25 amino acids. In certain embodiments, the peptide has about 30 amino acids. In certain embodiments, the peptide has about 35 amino acids. In certain embodiments, the peptide has about 40 amino acids. In certain embodiments, the peptide has about 45 amino acids. In certain embodiments, the peptide has about 50 amino acids.
[0185] In certain embodiments, $\mathbf{T}$ is a ligand for an estrogen receptor. In certain embodiments, $\mathbf{T}$ is a ligand for SMARCA2/4 protein. In certain embodiments, $\mathbf{T}$ is a ligand for STAT3 protein. In certain embodiments, $\mathbf{T}$ is a ligand for $\mathrm{CBP} / \mathrm{p} 300$ protein. In certain embodiments, $\mathbf{T}$ is a ligand for Ikaros Zinc Finger (IKZF)1, IKZF2. or IKZF3. In certain embodiments, $\mathbf{T}$ is ligand for an androgen receptor. In certain embodiments, $\mathbf{T}$ is a ligand for BRD9 protein.
[0186] In certain embodiments, $\mathbf{T}$ is an estrogen receptor inhibitor. In certain embodiments, $\mathbf{T}$ is a SMARCA2/4 protein inhibitor. In certain embodiments, T is a STAT3 protein inhibitor. In certain embodiments, $\mathbf{T}$ is a CBP/p300 protein inhibitor. In certain embodiments, $\mathbf{T}$ is a lkaros Zinc Finger (IKZF11, IKZF2, or IKZF3 degrader. In certain embodiments, $\mathbf{T}$ is an androgen receptor inhibitor. In certain embodiments, $\mathbf{T}$ is a BRD9 protein inhibitor.
[0187] In certain aspects, the present disclosure provides conjugates of Formula I':

(I'),
and pharmaceutically acceptable salts, solvates, or stereoisomers thereof, wherein:
$\mathrm{R}^{1}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, -
$\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$R^{1}$ and $R^{2}$, together with the intervening carbon atoms, form optionally substituted 7- to 16 membered spiro heterocycle attached to -L-T;

Y " is N or $\mathrm{CR}^{3}$;
$\mathrm{R}^{3}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$R^{2}$ and $R^{3}$, together with the intervening carbon atoms, form optionally substituted 7- to 16membered spiro heterocycle attached to -L-T;
provided that either $R^{1}$ and $R^{2}$, or $R^{2}$ and $R^{3}$ form optionally substituted 7- to 16-membered spiro heterocycle attached to -L-T;
$\mathrm{Y}^{\prime}$ is N or $\mathrm{CR}^{\mathrm{Y}^{\prime}}$;
$\mathrm{R}^{\mathrm{Y}^{\prime}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
--- denotes an optional covalent bond between Y and U ;
when the bond between Y and U is absent:
$r$ is 0 or 1 ;
Y is N or $\mathrm{CR}^{\mathrm{Y}}$;
$\mathrm{R}^{\mathrm{Y}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;

U is hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
when the bond between Y and U is present:
$r$ is 1 ;
Y is C ;
U is $-\mathrm{CH}_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{U}}\right)^{-*},-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{U}}\right)-*$;
$\mathrm{R}^{\mathrm{U}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and $*$ denotes attachment to Ring B;
$\mathrm{R}^{4}$ is hydrogen, deuterium, $\mathrm{C}_{1-6}$ haloalkyl, or $\mathrm{C}_{1-6}$ alkyl; and q is an integer from 0 to 2 ,
$\mathbf{L}$ is a linker; and
$\mathbf{T}$ is a ligand for a protein;
wherein:
each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, - $\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl; or
two $\mathrm{R}^{\mathrm{u}}$, together with the one or more intervening atoms, form $\mathrm{C}_{6-10}$ aryl, 5 - to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl or 3- to 12-membered heterocyclyl;
each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl;
each $R^{b}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; and
each $R^{c}$ and $R^{d}$ is independently hydrogen, $C_{1-6}$ alkyl, $C_{2-6}$ alkenyl, $C_{2-6}$ alkynyl, $C_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; or
$R^{\mathrm{c}}$ and $\mathrm{R}^{\mathrm{d}}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl,
wherein each occurrence of $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{\mathrm{z}}$; and
each $\mathrm{R}^{\mathrm{Z}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-memberred heterocyclyl. [0188] In certain embodiments, the conjugate of Formula $\mathbf{I}^{\prime}$ is a conjugate of Formula $\mathbf{I} \mathbf{\prime}-\mathbf{1}$

( $\mathbf{I}-\mathbf{1}$ ),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof.
[0189] In certain embodiments, U is $-\mathrm{CH}_{2}-$ or $-\mathrm{C}(=\mathrm{O})$-.
[0190] In certain embodiments, the conjugate of Formula $\mathbf{I}^{\prime}$ is a conjugate of Formula $\mathbf{I}^{\prime}$ - $\mathbf{2}$

(I'-2),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof.
[0191] In certain embodiments, Y is N .
[0192] In certain embodiments, Y is $\mathrm{CR}^{\mathrm{Y}}$.
[0193] In certain embodiments, $\mathrm{R}^{\mathrm{Y}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0194] In certain embodiments, $\mathrm{R}^{\mathrm{Y}}$ is hydrogen, halogen, $\mathrm{C}_{1-6}$ alkoxy.
[0195] In certain embodiments, $\mathrm{R}^{1}$ and $\mathrm{R}^{2}$, together with the intervening carbon atoms, form optionally substituted 7- to 16-membered spiro heterocycle attached to -L-T.
[0196] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{i}}$. In certain embodiments, the 7- to 16membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $R^{\mathrm{Z1}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally
substituted with one or more $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $R^{Z 2}$.
[0197] In certain embodiments, $R^{u}$ is $R^{i}$. In certain embodiments, $R^{u}$ is $R^{X 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z1}}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z2}}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $R^{i}$ is $R^{Z 1}$. In certain embodiments, $R^{i}$ is $R^{Z 2}$.
[0198] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more substituent selected from ox, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl.
[0199] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is

wherein:
Ring $\mathrm{A}^{2}$ is $\mathrm{C}_{3-12}$ carbocycle or 3- to 12-membered heterocycle;
each X is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})$-, or $-\mathrm{S}(=\mathrm{O})_{2}$-;
each Z is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{Z2}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2}-$;
each occurrence of $\mathrm{R}^{\mathrm{X1}}$ and $\mathrm{R}^{\mathrm{Z1}}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$,
$\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
two geminal $\mathrm{R}^{\mathrm{X} 1}$ or two geminal $\mathrm{R}^{\mathrm{Z1}}$ together form oxo; or
two $R^{\mathrm{X} 1}$ or two $\mathrm{R}^{\mathrm{Z1}}$, together with the intervening carbon atom(s), form $\mathrm{C}_{3-12}$ carbocyclyl or 3to 12 -membered heterocyclyl, wherein the carbocyclyl or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{X} 2}$ and $\mathrm{R}^{\mathrm{Z2}}$ is independently hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{m}^{\prime}$ and n ' are independently an integer selected from 0 to 3 ;
provided that either m' or $n$ ' is 0 ;
each $\mathrm{R}^{\mathrm{i}}$ independently is oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $C(=O) N R^{c} R^{d}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and
$s$ is an integer selected from 0 to 10.
[0200] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is


wherein o is an integer selected from 0 to 2 .
[0201] In certain embodiments, Ring $\mathrm{A}^{1}$ is 4 - to 6 -membered heterocycle.
[0202] In certain embodiments, X is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}$, or $-\mathrm{O}-$, and Z is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2^{-}},-\mathrm{NR}^{\mathrm{Z2}}$-, or -O-.
[0203] In certain embodiments, the conjugate of Formula $\mathbf{I}^{\prime} \mathbf{- 1}$ is a conjugate of Formula $\mathbf{I}^{\mathbf{\prime}} \mathbf{- 1} \mathbf{1}$ a-i, I'-1-a-ii, I'-1-a-iii, I'-1-a-iv, I'-1-a-v, I'-1-a-vi, I'-1-a-vii, I'-1-a-viii, I'-1-a-ix, I'-1-a-x, I'-1-a-xi, I'-1-a-xii, or I'-1-a-xiii:

(I'-1-a-i),

(I'-1-a-ii),

(I'-1-a-iii),

(I'-1-a-iv),

(I'-1-a-v),

(I'-1-a-vi),

(I'-1-a-vii),

(I'-1-a-viii),

(I'-1-a-ix),

(I'-1-a-x),



(I'-1-a-xi),



(I'-1-a-xii),
 (I'-1-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein m and n are independently an integer selected from 0 to 2 .
[0204] In certain embodiments, the conjugate of Formula $\mathbf{I}^{\prime} \mathbf{- 2}$ is a conjugate of Formula $\mathbf{I}$-2-a-i, I'-2-a-ii, I'-2-a-iii, I'-2-a-iv, I'-2-a-v, I'-2-a-vi, I'-2-a-vii, I'-2-a-viii, I'-2-a-ix, I'-2-a-x, I'-2-a-xi, I'-2-a-xii, or I'-2-a-xiii:


(I'-2-a-ii),

(I'-2-a-iii),


(I'-2-a-iv),


(I'-2-a-vi),

(I'-2-a-vii),

(I'-2-a-viii),

(I'-2-a-ix),

(I'-2-a-x ,

( $\mathbf{T}-\mathbf{2 - a}-\mathbf{x i}$ ),

(I'-2-a-xii),

(I'-2-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein m and n are independently an integer selected from 0 to 2 .
[0205] In certain embodiments, Y " is N .
[0206] In certain embodiments, $Y$ " is $\mathrm{CR}^{3}$.
[0207] In certain embodiments, $\mathrm{R}^{3}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3}-12$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0208] In certain embodiments, $R^{3}$ is hydrogen.
[0209] In certain embodiments, $\mathrm{R}^{2}$ and $\mathrm{R}^{3}$, together with the intervening carbon atoms, form optionally substituted 7 - to 16 -membered spiro heterocycle attached to -L-T.
[0210] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{i}}$. In certain embodiments, the 7- to 16membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{Z1}}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{Z2}}$.
[0211] In certain embodiments, $R^{u}$ is $R^{i}$. In certain embodiments, $R^{u}$ is $R^{X 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z1}}$. In certain embodiments, $\mathrm{R}^{\mathrm{u}}$ is $\mathrm{R}^{\mathrm{Z2}}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 1}$. In certain embodiments, $\mathrm{R}^{\mathrm{i}}$ is $\mathrm{R}^{\mathrm{X} 2}$. In certain embodiments, $R^{i}$ is $R^{Z 1}$. In certain embodiments, $R^{i}$ is $R^{Z 2}$.
[0212] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is optionally substituted with one or more substituent selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},{ }^{-}$ $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $N R^{c} S(=O)_{2} N R^{c} R^{d}, \quad-N R^{b} C(=O) N R^{c} R^{d}, \quad-N R^{b} C(=O) R^{a}, \quad-N R^{b} C(=O) O R^{b}, \quad-O S(=O)_{2} R^{a}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituent selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6-membered heterocyclyl. [0213] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is

wherein:
Ring $\mathrm{A}^{2}$ is $\mathrm{C}_{3-12}$ carbocycle or 3 - to 12-membered heterocycle;
each X is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})$-, or $-\mathrm{S}(=\mathrm{O})_{2}-$;
each Z is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{Z2}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2_{2}-}$;
each occurrence of $\mathrm{R}^{\mathrm{X} 1}$ and $\mathrm{R}^{\mathrm{Z1}}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$,
$\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-
membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; two geminal $\mathrm{R}^{\mathrm{X} 1}$ or two geminal $\mathrm{R}^{\mathrm{Z1}}$ together form oxo; or
two $\mathrm{R}^{\mathrm{X} 1}$ or two $\mathrm{R}^{\mathrm{Z1}}$, together with the intervening carbon atom(s), form $\mathrm{C}_{3-12}$ carbocyclyl or 3to 12 -membered heterocyclyl, wherein the carbocyclyl or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{X} 2}$ and $\mathrm{R}^{\mathrm{Z2}}$ is independently hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{m}^{\prime}$ and n ' are independently an integer selected from 0 to 3 ;
provided that either m' or $n$ ' is 0 ;
each $\mathrm{R}^{\mathrm{i}}$ independently is oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and s is an integer selected from 0 to 10 .
[0214] In certain embodiments, the 7 - to 16 -membered spiro heterocycle is

wherein $o$ is an integer selected from 0 to 2 .
[0215] In certain embodiments, Ring $A^{1}$ is 4 - to 6 -membered heterocycle.
[0216] In certain embodiments, X is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{X1}}\right)_{2}-,-\mathrm{NR}^{\mathrm{X} 2}$, or $-\mathrm{O}-$, and Z is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Z1}}\right)_{2^{-}},-\mathrm{NR}^{\mathrm{Z2}}$-, or -O-.
[0217] In certain embodiments, the conjugate of Formula $\mathbf{I}$ ' $\mathbf{1}$ is a conjugate of Formula $\mathbf{I}$ - $\mathbf{1 -}$ b-i, I'-1-b-ii, I'-1-b-iii, I'-1-b-iv, I'-1-b-v, I'-1-b-vi, I'-1-b-vii, I'-1-b-viii, I'-1-b-ix, I'-1-bx, I'-1-b-xi, I'-1-b-xii, or I'-1-b-xiii:


(I'-1-b-i),

(I'-1-b-
ii),

(I'-1-b-iii),

(I'-1-b-
iv),

(I'-1-b-v),

(I'-1-

b-vi),

(I'-1-b-vii),

(I'-1-b-

(I'-
(I'-1-b-ix),


(I'-
1-b-x),

(I'-1-b-xi),


1-b-xii), or

(I'-1-b-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein $m$ and $n$ are independently an integer selected from 0 to 2 .
[0218] In certain embodiments, the conjugate of Formula $\mathbf{I}^{\prime} \mathbf{- 2}$ is a conjugate of Formula $\mathbf{I}^{\prime}$-2-b-i, I'-2-b-ii, I'-2-b-iii, I'-2-b-iv, I'-2-b-v, I'-2-b-vi, I'-2-b-vii, I'-2-b-viii, I'-2-b-ix, I'-2-bx, I'-2-b-xi, I'-2-b-xii, or I'-2-b-xiii:


(I'-2-b-i),
(I'-2-b-ii),

(I'-2-b-iii),

(I'-2-b-iv),

(I'-2-b-v),

(I'-2-b-vi),

(I'-2-b-vii),

(I'-2-b-viii),

(I'-2-b-ix),

(I'-2-b-x),

(I'-2-b-xi),


(I'-2-b-xiii),
(I'-2-b-xii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein m and n are independently an integer selected from 0 to 2 .
[0219] In certain embodiments, $\mathrm{R}^{1}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3}-12$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0220] In certain embodiments, $\mathrm{R}^{1}$ is hydrogen.
[0221] In certain embodiments, $\mathrm{Y}^{\prime}$ is N .
[0222] In certain embodiments, $\mathrm{Y}^{\prime}$ is $\mathrm{CR}^{\mathrm{Y}^{\prime}}$.
[0223] In certain embodiments, $\mathrm{R}^{\mathrm{Y}^{\prime}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3 \text {-12 }}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0224] In certain embodiments, $\mathrm{R}^{\mathrm{Y}^{\prime}}$ is hydrogen.
[0225] In certain embodiments, each $\mathrm{R}^{\mathrm{i}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, aryl, heteroaryl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0226] In certain embodiments, $s$ is an integer selected from 0 to 8 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 7 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 6 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 5 , as valency permits. In certain embodiments, $s$ is an integer
selected from 0 to 4 , as valency permits. In certain embodiments, s is an integer selected from 0 to 3 , as valency permits. In certain embodiments, $s$ is an integer selected from 0 to 2 , as valency permits. In certain embodiments, s is 0 or 1 , as valency permits.
[0227] In certain embodiments, $s$ is 0 . In certain embodiments, $s$ is 1 . In certain embodiments, $s$ is 2 . In certain embodiments, $s$ is 3 . In certain embodiments, $s$ is 4 . In certain embodiments, s is 5 . In certain embodiments, s is 6 . In certain embodiments, s is 7 . In certain embodiments, s is 8 .
[0228] In certain embodiments, $\mathrm{R}^{4}$ is hydrogen. In certain embodiments, $\mathrm{R}^{4}$ is deuterium. In certain embodiments, $\mathrm{R}^{4}$ is $\mathrm{C}_{1-6}$ haloalkyl. In certain embodiments, $\mathrm{R}^{4}$ is $\mathrm{C}_{1-6}$ alkyl.
[0229] In certain embodiments, $q$ is 0 . In certain embodiments, $q$ is 1 . In certain embodiments, q is 2 . In certain embodiments, q is 0 or 1 . In certain embodiments, q is 0 or 2 . In certain embodiments, q is 1 or 2 .
[0230] $\mathbf{L}$, the linker, is a chemical moiety that connects the ligand of a protein with the cereblon ligand disclosed herein. $\mathbf{L}$ configures the ligand and the cereblon ligand such that the construct functions as a bifunctional degrader which binds the cereblon ligand and selectively degrades the target protein.
[0231] In certain embodiments, $L$ is a linker comprising 6- to 10 -membered heteroarylene, $C_{6}$ 10 arylene, $\mathrm{C}_{3-12}$ membered carbocyclylene, or 3- to 12-membered heterocyclylene, wherein the arylene, heteroarylene, carbocyclylene, or heterocyclylene is optionally substituted by one or more $\mathrm{R}^{\mathrm{u}}$, and is directly attached to $\mathbf{T}$.
[0232] In certain embodiments, $L$ is of formula

wherein:

* denotes attachment to $\mathbf{T}$ and ** denotes attachment to $\mathbf{C}$;
each occurrence of $-W^{\prime}$ - is independently $\mathrm{C}_{1-3}$ alkylene, $\mathrm{C}_{2}$ alkenylene, $\mathrm{C}_{2}$ alkynylene, $\mathrm{C}_{3-12}$ carbocycylene, 3- to 12 -membered heterocyclylene, $\mathrm{C}_{6-10}$ arylene, 5- to 10 -membered heteroarylene, $-\mathrm{C}(=\mathrm{O})-,-\mathrm{N}\left(\mathrm{R}^{\mathrm{L}}\right)_{-},-\mathrm{O}-,-\mathrm{S}-$, or $-\mathrm{S}(=\mathrm{O})_{2}$-, wherein the alkylene, alkenylene, carbocyclylene, heterocyclylene, arylene, or heteroarylene is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{L}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl,
wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and
$t$ is an integer selected from 1 to 15 .
[0233] In certain embodiments, $L$ is of formula

wherein:
$W^{\prime}{ }^{1}$ is 6- to 10 -membered heteroarylene, $\mathrm{C}_{6-10}$ arylene, $\mathrm{C}_{3-12}$ membered carbocyclylene, or 3to 12-membered heterocyclylene, wherein the arylene, heteroarylene, carbocyclylene, or heterocyclylene is optionally substituted by one or more $\mathrm{R}^{\mathrm{u}}$; and
each -W'- is independently $\mathrm{C}_{1-3}$ alkylene, $-\mathrm{C}(=\mathrm{O})-,-\mathrm{N}\left(\mathrm{R}^{\mathrm{L}}\right)^{-},-\mathrm{O}-, \mathrm{C}_{3-12}$ carbocycylene, or 3- to 12-membered heterocyclylene, wherein the alkylene, carbocyclylene, or heterocyclylene is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
[0234] In certain embodiments, $L$ is of Formula:

$$
\text { *. } \left.\xi_{-}-W-C y^{1}+Z^{\prime} \dagger_{p}\right\}-z^{* *},
$$

wherein:
W is absent; or
W is $\mathrm{C}_{1-3}$ alkylene, $-\mathrm{O}-,-\mathrm{NR}^{\mathrm{W}}$-, or $-(\mathrm{C}=\mathrm{O})-$, wherein the alkylene is optionally substituted by one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{Cy}^{1}$ is absent; or
$\mathrm{Cy}^{1}$ is 6-membered heteroarylene, $\mathrm{C}_{6}$ arylene, $\mathrm{C}_{3-12}$ membered carbocyclylene, or 3- to 12membered heterocyclylene, wherein the arylene, heteroarylene, carbocyclylene, or heterocyclylene is optionally substituted by one or more $\mathrm{R}^{\mathrm{u}}$;
$Z^{\prime}$ is absent; or
each $\mathrm{Z}^{\prime}$ is independently $\mathrm{C}_{1-3}$ alkylene, $-\mathrm{O}-,-\mathrm{NR}^{\mathrm{W}}-,-(\mathrm{C}=\mathrm{O})-, \mathrm{C}_{3-12}$ membered carbocyclylene, or 3- to 12-membered heterocyclylene, wherein the alkylene, carbocyclylene, or heterocyclylene is optionally substituted by one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{R}^{\mathrm{W}}$ is hydrogen or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and p is an integer selected from 0 to 8 .
[0235] T, a ligand for a protein, is a chemical entity that competitively or non-competitively binds a protein.
[0236] In certain embodiments, the protein is B7.1 and B7, TINFRIm, TNFR2, NADPH oxidase, BclIBax and other partners in the apotosis pathway, C5a receptor, HMG-CoA
reductase, PDE V phosphodiesterase type, PDE IV phosphodiesterase type 4, PDE I, PDEII, PDEIII, squalene cyclase inhibitor, CXCR1, CXCR2, nitric oxide (NO) synthase, cyclooxygenase 1 , cyclo-oxygenase 2 , 5 HT receptors, dopamine receptors, G Proteins, i.e., Gq, histamine receptors, 5 -lipoxygenase, tryptase serine protease, thymidylate synthase, purine nucleoside phosphorylase, GAPDH trypanosomal, glycogen phosphorylase, Carbonic anhydrase, chemokine receptors, JAW STAT, RXR and similar, HIV 1 protease, HIV 1 integrase, influenza, neuramimidase, hepatitis B reverse transcriptase, sodium channel, multi drug resistance (MDR), protein P- glycoprotein (and MRP), tyrosine kinases, CD23, CD124, tyrosine kinase p56 lck, CD4, CD5, IL-2 receptor, IL-1 receptor, TNF-alphaR, ICAM1, Cat+ channels, VC AM, VLA-4 integrin, selectins, CD40/CD40L, newokinins and receptors, inosine monophosphate dehydrogenase, p38 MAP Kinase, RaslRaflMEWERK pathway, interleukin1 converting enzyme, caspase, HCV, NS3 protease, HCV NS3 RNA helicase, glycinamide ribonucleotide formyl transferase, rhinovirus 3C protease, herpes simplex virus-l (HSV-I), protease, cytomegalovirus (CMV) protease, poly (ADP-ribose) polymerase, cyclin dependent kinases, vascular endothelial growth factor, oxytocin receptor, microsomal transfer protein inhibitor, bile acid transport inhibitor, 5 alpha reductase inhibitors, angiotensin 11, glycine receptor, noradrenaline reuptake receptor, endothelin receptors, neuropeptide Y and receptor, estrogen receptors, androgen receptors (AR), adenosine receptors, adenosine kinase and AMP deaminase, purinergic receptors (P2Y1, P2Y2, P2Y4, P2Y6, P2X1-7), farnesyl transferases, geranylgeranyl transferase, TrkA a receptor for NGF, beta-amyloid, tyrosine kinase FlkIIKDR, vitronectin receptor, integrin receptor, Her-2l neu, telomerase inhibition, cytosolic phospholipaseA2 and EGF receptor tyrosine kinase. Additional protein targets include, for example, ecdysone 20-monooxygenase, ion channel of the GABA gated chloride channel, acetylcholinesterase, voltage-sensitive sodium channel protein, calcium release channel, and chloride channels. Still further target proteins include Acetyl-CoA carboxylase, adenylosuccinate synthetase, protoporphyrinogen oxidase, and enolpyruvylshikimatephosphate synthase.
[0237] In certain embodiments, the protein is an androgen receptor (AR), an estrogen receptor (ER), signal transducer and activator of transcription 3 (STAT3), signal transducer and activator of transcription 5 (STAT5), CREB-binding protein/EP300(E1A) binding protein (CBP/p300), SWI/SNF Related, Matrix Associated, Actin Dependent Regulator Of Chromatin, Subfamily A, Member 2/4 (SMARCA2/4), Kirsten rat sarcoma viral oncogene homolog G12D (KRAS G12D), Src homology region 2-containing protein tyrosine phosphatase 2 (SHP2), or bromodomain-containing protein 4 (BRD4).
[0238] In certain embodiments, $\mathbf{T}$ is a small molecule.
[0239] In certain embodiments, $\mathbf{T}$ is a peptide. In certain embodiments, the peptide has about 5 amino acids. In certain embodiments, the peptide has about 10 amino acids. In certain embodiments, the peptide has about 15 amino acids. In certain embodiments, the peptide has about 20 amino acids. In certain embodiments, the peptide has about 25 amino acids. In certain embodiments, the peptide has about 30 amino acids. In certain embodiments, the peptide has about 35 amino acids. In certain embodiments, the peptide has about 40 amino acids. In certain embodiments, the peptide has about 45 amino acids. In certain embodiments, the peptide has about 50 amino acids.
[0240] In certain embodiments, $\mathbf{T}$ is an antibody.
[0241] In certain embodiments, $\mathbf{T}$ is a ligand for an estrogen receptor. In certain embodiments, $\mathbf{T}$ is ligand for an androgen receptor. In certain embodiments, $\mathbf{T}$ is ligand for a STAT1/3 protein.
[0242] In certain embodiments, $\mathbf{T}$ is an estrogen receptor inhibitor. In certain embodiments, $\mathbf{T}$ is an androgen receptor inhibitor. In certain embodiments, $\mathbf{T}$ is a STAT1/3 protein inhibitor. [0243] In certain embodiments, the compound is selected from the compounds in Tables 1 and 2 and pharmaceutically acceptable salts thereof.

Table 1.

| Compound <br> No. | Structure | Chemical Name |
| :---: | :---: | :---: |


| Compound No. | Structure | Chemical Name |
| :---: | :---: | :---: |
| A4 |  | $\begin{gathered} \text { 3-(1'-methyl-7-oxo-5,7-dihydro-2H,6H- } \\ \text { spiro[furo[2,3-f]isoindole-3,4'- } \\ \text { piperidin]-6-yl)piperidine-2,6-dione } \end{gathered}$ |
| A5 |  | $\begin{aligned} & \text { 3-(1'-acetyl-7-oxo-5,7-dihydro-2H,6H- } \\ & \text { spiro[furo[2,3-f]isoindole-3,4'- } \\ & \text { piperidin]-6-yl)piperidine-2,6-dione } \end{aligned}$ |
| A6 |  | 3-(1-methyl-1'-oxo-1', 3', $7^{\prime}, 8^{\prime}$ 'tetrahydro-2'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindol]-2'-yl)piperidine-2,6-dione |
| A7 |  | 3-(1-acetyl-1'-oxo-1',3',7',8'-tetrahydro-2'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindol]-2'-yl)piperidine-2,6-dione |
| A8 |  | 3-(6'-oxo-6', $8^{\prime}$-dihydro- ${ }^{\prime}$ ' ${ }^{\prime}$, $7^{\prime}$ H-spiro[azepane-4,3'-furo[2,3-e]isoindol]-7'-yl)piperidine-2,6-dione |
| A9 |  | 3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,3'-pyrrolidin]-7-yl)piperidine-2,6-dione |
| A14 |  | tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-6,7-dihydro- $2 \mathrm{H}, 5 \mathrm{H}$-spiro[furo[2,3-f]isoindole-3,4'-piperidine]-1'carboxylate |
| A15 |  | (S)-3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione |


| Compound No. | Structure | Chemical Name |
| :---: | :---: | :---: |
| A16 |  | $\begin{aligned} & \text { 3-(7'-oxo-2',3',7',9'-tetrahydro-8'H- } \\ & \text { spiro[piperidine-4,4'-pyrano[2,3- } \\ & \text { e]isoindol]-8'-yl)piperidine-2,6-dione } \end{aligned}$ |
| A17 |  | 3-(3',3'-difluoro-6-oxo-6,8-dihydro$2 \mathrm{H}, 7 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4' piperidin]-7-yl)piperidine-2,6-dione |
| A18 |  | (S)-N-(2,6-dioxopiperidin-3-yl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-6-carboxamide |
| A19 |  | (S)-3-(5-methyl-6-oxo-6,8-dihydro$2 \mathrm{H}, 7 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione |
| A20 |  | (S)-3-(5-chloro-6-oxo-6,8-dihydro$2 \mathrm{H}, 7 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4' piperidin]-7-yl)piperidine-2,6-dione |
| A21 |  | (S)-3-(5-methoxy-6-oxo-6,8-dihydro$2 \mathrm{H}, 7 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione |
| A22 |  | (R)-3-(5-methoxy-6-oxo-6,8-dihydro$2 \mathrm{H}, 7 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione |

Table 2.

| Compound <br> No. | Structure | Chemical Name |
| :---: | :---: | :---: |
|  |  |  |


| Compound <br> No. | Chemical Name |
| :---: | :---: | :---: |

[0244] The compounds of the present disclosure may possess advantageous characteristics, as compared to known compounds, such as known cereblon-binding agents or known degraders comprising such cereblon-binding agents. For example, the compounds of the present disclosure may display more potent cereblon-binding activity or more potent degradation activity against certain proteins, more favorable pharmacokinetic properties (e.g., as measured by $\mathrm{C}_{\text {max }}, \mathrm{T}_{\text {max }}$, and/or AUC), and/or less interaction with other cellular targets (e.g., hepatic cellular transporter such as OATP1B1) and accordingly improved safety (e.g., drug-drug interaction). These beneficial properties of the compounds of the present disclosure can be measured according to methods commonly available in the art, such as methods exemplified herein.
[0245] Due to the existence of double bonds, the compounds of the present disclosure may be in cis or trans, or Z or E , configuration. It is understood that although one configuration may be depicted in the structure of the compounds or formulae of the present disclosure, the present disclosure also encompasses the other configuration. For example, the compounds or formulae of the present disclosure may be depicted in cis or trans, or Z or E , configuration.
[0246] In one embodiment, a compound of the present disclosure (e.g., a compound of any of the formulae or any individual compounds disclosed herein) is a pharmaceutically acceptable salt. In another embodiment, a compound of the present disclosure (e.g., a compound of any of the formulae or any individual compounds disclosed herein) is a solvate. In another embodiment, a compound of the present disclosure (e.g., a compound of any of the formulae or any individual compounds disclosed herein) is a hydrate.
[0247] The details of the disclosure are set forth in the accompanying description below. Although methods and materials similar or equivalent to those described herein can be used in the practice or testing of the present disclosure, illustrative methods and materials are now described. Other features, objects, and advantages of the disclosure will be apparent from the description and from the claims. In the specification and the appended claims, the singular forms also include the plural unless the context clearly dictates otherwise. Unless defined otherwise, all technical and scientific terms used herein have the same meaning as commonly understood by one of ordinary skill in the art to which this disclosure belongs. All patents and publications cited in this specification are incorporated herein by reference in their entireties.

## Forms of Compounds Disclosed Herein

## Pharmaceutically acceptable salts

[0248] In certain embodiments, the compounds disclosed herein exist as their pharmaceutically acceptable salts. In certain embodiments, the methods disclosed herein include methods of treating diseases by administering such pharmaceutically acceptable salts. In certain embodiments, the methods disclosed herein include methods of treating diseases by administering such pharmaceutically acceptable salts as pharmaceutical compositions.
[0249] In certain embodiments, the compounds described herein possess acidic or basic groups and therefor react with any of a number of inorganic or organic bases, and inorganic and organic acids, to form a pharmaceutically acceptable salt. In certain embodiments, these salts are prepared in situ during the final isolation and purification of the compounds disclosed herein, or by separately reacting a purified compound in its free form with a suitable acid or base, and isolating the salt thus formed.
[0250] Examples of pharmaceutically acceptable salts include those salts prepared by reaction of the compounds described herein with a mineral, organic acid, or inorganic base, such salts including acetate, acrylate, adipate, alginate, aspartate, benzoate, benzenesulfonate, bisulfate, bisulfite, bromide, butyrate, butyn-1,4-dioate, camphorate, camphorsulfonate, caproate, caprylate, chlorobenzoate, chloride, citrate, cyclopentanepropionate, decanoate, digluconate, dihydrogenphosphate, dinitrobenzoate, dodecylsulfate, ethanesulfonate, formate, fumarate,
glucoheptanoate, glycerophosphate, glycolate, hemisulfate, heptanoate, hexanoate, hexyne-1,6-dioate, hydroxybenzoate, $\gamma$-hydroxybutyrate, hydrochloride, hydrobromide, hydroiodide, 2-hydroxyethanesulfonate, iodide, isobutyrate, lactate, maleate, malonate, methanesulfonate, mandelate metaphosphate, methanesulfonate, methoxybenzoate, methylbenzoate, monohydrogenphosphate, 1-napthalenesulfonate, 2-napthalenesulfonate, nicotinate, nitrate, palmoate, pectinate, persulfate, 3-phenylpropionate, phosphate, picrate, pivalate, propionate, pyrosulfate, pyrophosphate, propiolate, phthalate, phenylacetate, phenylbutyrate, propanesulfonate, salicylate, succinate, sulfate, sulfite, succinate, suberate, sebacate, sulfonate, tartrate, thiocyanate, tosylateundeconate, and xylenesulfonate.
[0251] Further, the compounds described herein can be prepared as pharmaceutically acceptable salts formed by reacting the free base form of the compound with a pharmaceutically acceptable inorganic or organic acid, including, but not limited to, inorganic acids such as hydrochloric acid, hydrobromic acid, sulfuric acid, nitric acid, phosphoric acid metaphosphoric acid, and the like; and organic acids such as acetic acid, propionic acid, hexanoic acid, cyclopentanepropionic acid, glycolic acid, pyruvic acid, lactic acid, malonic acid, succinic acid, malic acid, maleic acid, fumaric acid, p-toluenesulfonic acid, tartaric acid, trifluoroacetic acid, citric acid, benzoic acid, 3-(4-hydroxybenzoyl)benzoic acid, cinnamic acid, mandelic acid, arylsulfonic acid, methanesulfonic acid, ethanesulfonic acid, 1,2-ethanedisulfonic acid, 2hydroxyethanesulfonic acid, benzenesulfonic acid, 2-naphthalenesulfonic acid, 4-methylbicyclo-[2.2.2]oct-2-ene-1-carboxylic acid, glucoheptonic acid, 4,4'-methylenebis-(3-hydroxy-2-ene-1-carboxylic acid), 3-phenylpropionic acid, trimethylacetic acid, tertiary butylacetic acid, lauryl sulfuric acid, gluconic acid, glutamic acid, hydroxynaphthoic acid, salicylic acid, stearic acid, and muconic acid.
[0252] In certain embodiments, those compounds described herein which comprise a free acid group react with a suitable base, such as the hydroxide, carbonate, bicarbonate, or sulfate of a pharmaceutically acceptable metal cation, with ammonia, or with a pharmaceutically acceptable organic primary, secondary, tertiary, or quaternary amine. Representative salts include the alkali or alkaline earth salts, like lithium, sodium, potassium, calcium, and magnesium, and aluminum salts and the like. Illustrative examples of bases include sodium hydroxide, potassium hydroxide, choline hydroxide, sodium carbonate, $\mathrm{N}^{+}\left(\mathrm{C}_{1-4} \text { alkyl }\right)_{4}$, and the like.
[0253] Representative organic amines useful for the formation of base addition salts include ethylamine, diethylamine, ethylenediamine, ethanolamine, diethanolamine, piperazine, and the like. It should be understood that the compounds described herein also include the
quaternization of any basic nitrogen-containing groups they contain. In certain embodiments, water or oil-soluble or dispersible products are obtained by such quaternization.

## Solvates

[0254] Those skilled in the art of organic chemistry will appreciate that many organic compounds can form complexes with solvents in which they are reacted or from which they are precipitated or crystallized. These complexes are known as "solvates". For example, a complex with water is known as a "hydrate". Solvates are within the scope of the invention.
[0255] It will also be appreciated by those skilled in organic chemistry that many organic compounds can exist in more than one crystalline form. For example, crystalline form may vary from solvate to solvate. Thus, all crystalline forms or the pharmaceutically acceptable solvates thereof are contemplated and are within the scope of the present invention.
[0256] In certain embodiments, the compounds described herein exist as solvates. The present disclosure provides for methods of treating diseases by administering such solvates. The present disclosure further provides for methods of treating diseases by administering such solvates as pharmaceutical compositions.
[0257] Solvates contain either stoichiometric or non-stoichiometric amounts of a solvent, such as water, ethanol, and the like. Hydrates are formed when the solvent is water, or alcoholates are formed when the solvent is alcohol. Solvates of the compounds described herein can be conveniently prepared or formed during the processes described herein. In addition, the compounds provided herein can exist in unsolvated as well as solvated forms. In general, the solvated forms are considered equivalent to the unsolvated forms for the purposes of the compounds and methods provided herein.

## Isomers/Stereoisomers

[0258] It is also to be understood that compounds that have the same molecular formula but differ in the nature or sequence of bonding of their atoms or the arrangement of their atoms in space are termed "isomers." Isomers that differ in the arrangement of their atoms in space are termed "stereoisomers."
[0259] In certain embodiments, the compounds described herein exist as geometric isomers. In certain embodiments, the compounds described herein possess one or more double bonds. The compounds disclosed herein include all cis, trans, syn, anti, entgegen (E), and zusammen (Z) isomers as well as the corresponding mixtures thereof. All geometric forms of the compounds disclosed herein are contemplated and are within the scope of the invention.
[0260] In certain embodiments, the compounds disclosed herein possess one or more chiral centers and each center exists in the R configuration or S configuration. The compounds
disclosed herein include all diastereomeric, enantiomeric, and epimeric forms as well as the corresponding mixtures thereof. All diastereomeric, enantiomeric, and epimeric forms of the compounds disclosed herein are contemplated and are within the scope of the invention.
[0261] In additional embodiments of the compounds and methods provided herein, mixtures of enantiomers and/or diastereoisomers, resulting from a single preparative step, combination, or interconversion are useful for the applications described herein. In certain embodiments, the compounds described herein are prepared as their individual stereoisomers by reacting a racemic mixture of the compound with an optically active resolving agent to form a pair of diastereoisomeric compounds, separating the diastereomers, and recovering the optically pure enantiomers. In certain embodiments, dissociable complexes are preferred. In certain embodiments, the diastereomers have distinct physical properties (e.g., melting points, boiling points, solubilities, reactivity, etc.) and are separated by taking advantage of these dissimilarities. In certain embodiments, the diastereomers are separated by chiral chromatography, or preferably, by separation/resolution techniques based upon differences in solubility. In certain embodiments, the optically pure enantiomer is then recovered, along with the resolving agent.

## Tautomers

[0262] In certain embodiments, compounds described herein exist as tautomers. The compounds described herein include all possible tautomers within the formulas described herein.
[0263] Tautomers are compounds that are interconvertible by migration of a hydrogen atom, accompanied by a switch of a single bond and an adjacent double bond. In bonding arrangements where tautomerization is possible, a chemical equilibrium of the tautomers will exist. All tautomeric forms of the compounds disclosed herein are contemplated and are within the scope of the invention. The exact ratio of the tautomers depends on several factors, including temperature, solvent, and pH .

## Pharmaceutical Compositions

[0264] In certain embodiments, the compound or conjugate described herein is administered as a pure chemical. In certain embodiments, the compound or conjugate described herein is combined with a pharmaceutically suitable or acceptable carrier (also referred to herein as a pharmaceutically suitable (or acceptable) excipient, physiologically suitable (or acceptable) excipient, or physiologically suitable (or acceptable) carrier) selected on the basis of a chosen route of administration and standard pharmaceutical practice as described, for example, in

Remington: The Science and Practice of Pharmacy (Gennaro, $21^{\text {st }}$ Ed. Mack Pub. Co., Easton, PA (2005)).
[0265] Accordingly, the present disclosure provides pharmaceutical compositions comprising a compound or a conjugate described herein, or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, and a pharmaceutically acceptable excipient.
[0266] In certain embodiments, the compound or conjugate provided herein is substantially pure, in that it contains less than about $5 \%$, less than about $1 \%$, or less than about $0.1 \%$ of other organic small molecules, such as unreacted intermediates or synthesis by-products that are created, for example, in one or more of the steps of a synthesis method.
[0267] Pharmaceutical compositions are administered in a manner appropriate to the disease to be treated (or prevented). An appropriate dose and a suitable duration and frequency of administration will be determined by such factors as the condition of the patient, the type and severity of the patient's disease, the particular form of the active ingredient, and the method of administration. In general, an appropriate dose and treatment regimen provides the composition(s) in an amount sufficient to provide therapeutic and/or prophylactic benefit (e.g., an improved clinical outcome, such as more frequent complete or partial remissions, or longer disease-free and/or overall survival, or a lessening of symptom severity. Optimal doses are generally determined using experimental models and/or clinical trials. The optimal dose depends upon the body mass, weight, or blood volume of the patient.
[0268] In certain embodiments, the pharmaceutical composition is formulated for oral, topical (including buccal and sublingual), rectal, vaginal, transdermal, parenteral, intrapulmonary, intradermal, intrathecal and epidural and intranasal administration. Parenteral administration includes intramuscular, intravenous, intraarterial, intraperitoneal, or subcutaneous administration. In certain embodiments, the pharmaceutical composition is formulated for intravenous injection, oral administration, inhalation, nasal administration, topical administration, or ophthalmic administration. In certain embodiments, the pharmaceutical composition is formulated for oral administration. In certain embodiments, the pharmaceutical composition is formulated for intravenous injection. In certain embodiments, the pharmaceutical composition is formulated as a tablet, a pill, a capsule, a liquid, an inhalant, a nasal spray solution, a suppository, a suspension, a gel, a colloid, a dispersion, a suspension, a solution, an emulsion, an ointment, a lotion, an eye drop, or an ear drop. In certain embodiments, the pharmaceutical composition is formulated as a tablet.

## Preparation and Characterization of the Compounds

[0269] The compounds or conjugates of the present disclosure can be prepared in a number of ways well known to those skilled in the art of organic synthesis. By way of example, the compounds or conjugates of the present disclosure can be synthesized using the methods described below, together with synthetic methods known in the art of synthetic organic chemistry, or variations thereon as appreciated by those skilled in the art. The compounds or conjugates of the present disclosure (i.e., a compound or a conjugate of the present application (e.g., a compound or a conjugate of any of the formulae or any individual compounds disclosed herein)) can be synthesized by following the general synthetic scheme below as well as the steps outlined in the examples, schemes, procedures, and/or synthesis described herein (e.g., Examples).

## General Synthetic Scheme

[0270] The compounds or conjugates of the present disclosure can generally be prepared by first preparing pools of intermediates, including a pool of cereblon ligands, a pool of linkers, and a pool of inhibitors, as detailed in the Example section, then followed by subsequent reactions to connect a linker to an inhibitor and a cereblon ligand via metal-catalyzed coupling reactions and reductive amination. Large pool of compounds or conjugates can be prepared by selecting different combinations of cereblon ligands, linkers, and inhibitors from each pool. General synthetic routes for preparing inhibitor-linker conjugate via metal-catalyzed coupling reactions, which is further coupled to cerebon ligand via reductive amination, are summarize below.

## Scheme 1



Scheme 2

[0271] Those skilled in the art will recognize if a stereocenter exists in the compounds of the present dislosure (e.g., a compound of any of the formulae or any individual compounds disclosed herein). Accordingly, the present disclosure includes both possible stereoisomers (unless specified in the synthesis) and includes not only racemic compound but the individual enantiomers and/or diastereomers as well. When a compound is desired as a single enantiomer or diastereomer, it may be obtained by stereospecific synthesis or by resolution of the final product or any convenient intermediate. Resolution of the final product, an intermediate, or a starting material may be affected by any suitable method known in the art. See, for example, "Stereochemistry of Organic Compounds" by E. L. Eliel, S. H. Wilen, and L. N. Mander (Wiley-Interscience, 1994).
[0272] The compounds used in the reactions described herein are made according to organic synthesis techniques known to those skilled in this art, starting from commercially available chemicals and/or from compounds described in the chemical literature. "Commercially available chemicals" are obtained from standard commercial sources including Acros Organics (Pittsburgh, PA), Aldrich Chemical (Milwaukee, WI, including Sigma Chemical and Fluka), Apin Chemicals Ltd. (Milton Park, UK), Avocado Research (Lancashire, U.K.), BDH, Inc. (Toronto, Canada), Bionet (Cornwall, U.K.), Chem Service Inc. (West Chester, PA), Crescent Chemical Co. (Hauppauge, NY), Eastman Organic Chemicals, Eastman Kodak Company
(Rochester, NY), Fisher Scientific Co. (Pittsburgh, PA), Fisons Chemicals (Leicestershire, UK), Frontier Scientific (Logan, UT), ICN Biomedicals, Inc. (Costa Mesa, CA), Key Organics (Cornwall, U.K.), Lancaster Synthesis (Windham, NH), Maybridge Chemical Co. Ltd. (Cornwall, U.K.), Parish Chemical Co. (Orem, UT), Pfaltz \& Bauer, Inc. (Waterbury, CN), Polyorganix (Houston, TX), Pierce Chemical Co. (Rockford, IL), Riedel de Haen AG (Hanover, Germany), Spectrum Quality Product, Inc. (New Brunswick, NJ), TCI America (Portland, OR), Trans World Chemicals, Inc. (Rockville, MD), and Wako Chemicals USA, Inc. (Richmond, VA).
[0273] Suitable reference books and treatises that detail the synthesis of reactants useful in the preparation of compounds described herein, or provide references to articles that describe the preparation, include for example, "Synthetic Organic Chemistry", John Wiley \& Sons, Inc., New York; S. R. Sandler et al., "Organic Functional Group Preparations," 2nd Ed., Academic Press, New York, 1983; H. O. House, "Modern Synthetic Reactions", 2nd Ed., W. A. Benjamin, Inc. Menlo Park, Calif. 1972; T. L. Gilchrist, "Heterocyclic Chemistry", 2nd Ed., John Wiley \& Sons, New York, 1992; J. March, "Advanced Organic Chemistry: Reactions, Mechanisms and Structure", 4th Ed., Wiley-Interscience, New York, 1992. Additional suitable reference books and treatises that detail the synthesis of reactants useful in the preparation of compounds described herein, or provide references to articles that describe the preparation, include for example, Fuhrhop, J. and Penzlin G. "Organic Synthesis: Concepts, Methods, Starting Materials", Second, Revised and Enlarged Edition (1994) John Wiley \& Sons ISBN: 3-527-29074-5; Hoffman, R.V. "Organic Chemistry, An Intermediate Text" (1996) Oxford University Press, ISBN 0-19-509618-5; Larock, R. C. "Comprehensive Organic Transformations: A Guide to Functional Group Preparations" 2nd Edition (1999) Wiley-VCH, ISBN: 0-471-19031-4; March, J. "Advanced Organic Chemistry: Reactions, Mechanisms, and Structure" 4th Edition (1992) John Wiley \& Sons, ISBN: 0-471-60180-2; Otera, J. (editor) "Modern Carbonyl Chemistry" (2000) Wiley-VCH, ISBN: 3-527-29871-1; Patai, S. "Patai's 1992 Guide to the Chemistry of Functional Groups" (1992) Interscience ISBN: 0-471-930229; Solomons, T. W. G. "Organic Chemistry" 7th Edition (2000) John Wiley \& Sons, ISBN: 0-471-19095-0; Stowell, J.C., "Intermediate Organic Chemistry" 2nd Edition (1993) WileyInterscience, ISBN: 0-471-57456-2; "Industrial Organic Chemicals: Starting Materials and Intermediates: An Ullmann's Encyclopedia" (1999) John Wiley \& Sons, ISBN: 3-527-29645X, in 8 volumes; "Organic Reactions" (1942-2000) John Wiley \& Sons, in over 55 volumes; and "Chemistry of Functional Groups" John Wiley \& Sons, in 73 volumes.

Specific and analogous reactants are optionally identified through the indices of known chemicals prepared by the Chemical Abstract Service of the American Chemical Society, which are available in most public and university libraries, as well as through on-line. Chemicals that are known but not commercially available in catalogs are optionally prepared by custom chemical synthesis houses, where many of the standard chemical supply houses (e.g., those listed above) provide custom synthesis services. A reference for the preparation and selection of pharmaceutical salts of the compounds described herein is P. H. Stahl \& C. G. Wermuth "Handbook of Pharmaceutical Salts", Verlag Helvetica Chimica Acta, Zurich, 2002.

## Analytical Methods, Materials, and Instrumentation

[0274] Unless otherwise noted, reagents and solvents were used as received from commercial suppliers. Proton nuclear magnetic resonance (NMR) spectra were obtained on either Bruker or Varian spectrometers at 400 MHz . Spectra are given in ppm ( $\delta$ ) and coupling constants, J, are reported in Hertz. Tetramethylsilane (TMS) was used as an internal standard. Liquid chromatography-mass spectrometry (LC/MS) were collected using a SHIMADZU LCMS2020EV or Agilent 1260-6125B LCMS. Purity and low resolution mass spectral data were measured using Agilent 1260-6125B LCMS system (with Diode Array Detector, and Agilent G6125BA Mass spectrometer) or using Waters Acquity UPLC system (with Diode Array Detector, and Waters 3100 Mass Detector). The purity was characterized by UV wavelength $214 \mathrm{~nm}, 220 \mathrm{~nm}, 254 \mathrm{~nm}$ and ESI. Column: poroshell 120 EC-C18 $2.7 \mu \mathrm{~m} 4.6 \mathrm{X} 100 \mathrm{~mm}$; Flow rate $0.8 \mathrm{~mL} / \mathrm{min}$; Solvent A (100/0.1 water/formic acid), Solvent B (100 acetonitrile); gradient: hold 5\% B to $0.3 \mathrm{~min}, 5-95 \%$ B from 0.3 to 2 min , hold $95 \%$ B to $4.8 \mathrm{~min}, 95-5 \%$ B from 4.8 to 5.4 min , then hold $5 \%$ B to 6.5 min . Or, column: Acquity UPLC BEH C18 1.7 $\mu \mathrm{m}$ 2.1 X 50 mm ; Flow rate $0.5 \mathrm{~mL} / \mathrm{min}$; Solvent A ( $0.1 \%$ formic acid water), Solvent B (acetonitrile); gradient: hold $5 \%$ B for $0.2 \mathrm{~min}, 5-95 \%$ B from 0.2 to 2.0 min , hold $95 \%$ B to 3.1 min , then $5 \%$ B at 3.5 min .

## Biological Assays

[0275] The biological activities of the compounds of the present disclosure can be assessed with methods and assays known in the art.
[0276] The CRBN-DDB1 binding potency of the present disclosure was determined using HTRF assay technology (Perkin Elmer). Compounds are serially diluted and are transferred multi-well plate. The reaction was conducted with addition of His tagged (e.g., CRBN+DDBDLS7+CXU4) followed by addition of 60 nM fluorescent probe (e.g., Cy5-labeled

Thalidomide), and MAb Anti-6HIS Tb cryptate Gold in the assay buffer. After one hour incubation at room temperature, the HTRF signals were read on Envision reader (Perkin Elemer).
[0277] ERa degradative activity of compounds can be assessed in MCF-7 and T47D Cells. MCF-7 and T47D cell are seeded and are subsequently treated with the compounds at certain concentrations (e.g., 0.02 to 300 nM ). DMSO can be used as vehicle control. Cells are fixed and are blocked with Intercept (PBS) Blocking Buffer (e.g., Li-COR, Odyssey Blocking Buffer), and are stained with ER (e.g., 1:500, Cell signaling) primary antibody for overnight at cold room. Secondary Antibody (e.g., IRDye 800CW Goat anti-Rabbit IgG) and CellTag 700 Stain are added in Intercept (PBS) Blocking Buffer. Finally, cell plate is placed in incubator to dry. Image and signal were captured on Odyssey® DLx Imaging System.
[0278] In vitro assay can be accompolished by MCF-7 and T47D Cell Titer Glo (CTG) assay. MCF-7 and T47D cell (From HDB) are cultured in multi-well white plate with phenol red-free RPMI1640 $+10 \%$ CS-FBS $+1 \%$ P/S medium (e.g., at $1,000 \mathrm{cell} / \mathrm{s} / \mathrm{well}$ ). On day 0 : Cells were treated with compound at certain concentrations (e.g., 0.5 to 10000 nM ) (DMSO and Staurosporine as control). On day 0 and day 6: add Cell Titer Glo reagent and read on EnVision after 30 min incubation for data generation.
[0279] In-cell western blot analysis. Cells are seeded in multi-well plates (e.g., at 40,000 or $10,000 \mathrm{cells} / \mathrm{well}$ ). Diluted compounds at certain concentration are added (final 0.5\% DMSO) and cells are incubated for certain period of time (e.g., 16 hours). Formaldehyde (e.g., PBS:FA=9:1) is added and followed by washing with PBS. The cells are blocked with Licor blocking buffer (Li-Cor). The relative ER percentage in treated cells were obtained by comparing the values of treated wells to those in untreated and DMSO-treated wells as $100 \%$. [0280] Western Blot Analysis. Cells that are treated with the compounds are lysed in Radioimmunoprecipitation Assay Protein Lysis and Extraction Buffer (e.g., $25 \mathrm{mmol} / \mathrm{L}$ Tris.HCl, pH 7.6, $150 \mathrm{mmol} / \mathrm{L} \mathrm{NaCl}, 1 \%$ Nonidet P-40, $1 \%$ sodium deoxycholate, and $0.1 \%$ sodium dodecyl sulfate) containing proteinase inhibitor cocktail. Equal amounts of total protein are electrophoresed through $10 \%$ SDS-polyacrylamide gels after determination of protein concentration by BCA assay. The separated protein bands were transferred onto PVDF membranes and blotted against different antibodies. The blots are scanned, and the band intensities were quantified (e.g., by using GelQuant.NET software provided by biochemlabsolutions.com). The relative mean intensity of target proteins is expressed after normalization to the intensity of glyceraldehyde-3-phosphate dehydrogenase bands.
[0281] Cell Growth Assay. Cells were seeded at certain concentration (e.g., at 1500/well) in multi-well plates overnight. Cells are subsequently treated with the compounds. A certain period of time (e.g., 4 days) after the compound treatment, $10 \%$ WST- 8 reagent was added to the culture medium and incubate under certain condiction (e.g., in a $\mathrm{CO}_{2}$ incubator at $37^{\circ} \mathrm{C}$ for 2.5 hours). The absorbance is measured on each sample using a microplate reader at certain wavelength (e.g., 450 nm ). The relative absorbance is calculated against the vehicle control from three individually repeats.
In vivo pharmacodynamic and efficacy studies. To develop breast cancer cell line xenografts, mice is given $17 \beta$-Estradiol in drinking water for certain period of time. Certain number (e.g., five million) of cells in 50\% Matrigel are injected subcutaneously into SCID mice to induce tumor formation. When tumors reach certain size (e.g., $100-400 \mathrm{~mm}^{3}$ ), mice are treated with vehicle control (e.g., $5 \%$ DMSO, $10 \%$ solutol, $85 \%$ Water) or the compound, and sacrificed at indicated time points. Tumor tissue is harvested for analysis. Tumor sizes and animal weights were measured 2-3 times per week. Tumor volume $\left(\mathrm{mm}^{3}\right)=$ (length $\times$ width2)/2. Tumor growth inhibition is calculated using TGI $(\%)=(\mathrm{Vc}-\mathrm{Vt}) /(\mathrm{Vc}-\mathrm{Vo})$ $\times 100$, where $\mathrm{Vc}, \mathrm{Vt}$ are the median of control and treated groups at the end of the study and Vo at the start.

## Methods of Use

[0282] In certain aspects, provided herein are methods of binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample comprising administering a compound described herein to the subject or contacting the biological sample with a compound described herein.
[0283] In certain aspects, provided herein are uses of a compound described herein in the manufacture of a medicament for binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample.
[0284] In certain aspects, provided herein are compounds described herein for use in binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample.
[0285] In certain aspects, provided herein are methods of degrading a protein in a subject or biological sample comprising administering a compound or a conjugate described herein to the subject or contacting the biological sample with a compound described herein.
[0286] In certain aspects, provided herein are uses of a compound or a conjugate described herein in the manufacture of a medicament for degrading a protein in a subject or biological sample.
[0287] In certain aspects, provided herein are compounds or conjugates described herein for use in degrading a protein in a subject or biological sample.
[0288] In certain embodiments, the protein is an estrogen receptor, STAT3 protein, SMARCA2/4 protein, CBP/p300 protein, an androgen receptor, or a BRD9 protein.
[0289] In certain aspects, provided herein are methods of treating or preventing a disease or disorder a subject in need thereof, comprising administering to the subject a compound or a conjugate described herein.
[0290] In certain aspects, provided herein are uses of a compound or a conjugate described herein in the manufacture of a medicament for treating or preventing a disease or disorder in a subject in need thereof.
[0291] In certain aspects, provided herein are compounds or conjugates described herein for use in treating or preventing a disease or disorder in a subject in need thereof.
[0292] In certain embodiments, the disease or disorder is an estrogen receptor-mediated disease or disorder, STAT3-mediated disease or disorder, SMARCA2/4-mediated disease or disorder, CBP/p300-mediated disease or disorder, an androgen receptor-mediated disease or disorder, or a BRD9-mediated disease or disorder.
[0293] In certain embodiments, the subject is a mammal.
[0294] In certain embodiments, the subject is a human.

## Definitions

[0001] As used in the specification and appended claims, unless specified to the contrary, the following terms have the meaning indicated below.

## Chemical Definitions

[0002] Definitions of specific functional groups and chemical terms are described in more detail below. The chemical elements are identified in accordance with the Periodic Table of the Elements, CAS version, Handbook of Chemistry and Physics, $75^{\text {th }}$ Ed., inside cover, and specific functional groups are generally defined as described therein. Additionally, general principles of organic chemistry, as well as specific functional moieties and reactivity, are described in Thomas Sorrell, Organic Chemistry, University Science Books, Sausalito, 1999; Smith and March, March's Advanced Organic Chemistry, $5^{\text {th }}$ Edition, John Wiley \& Sons, Inc., New York, 2001; Larock, Comprehensive Organic Transformations, VCH Publishers, Inc., New York, 1989; and Carruthers, Some Modern Methods of Organic Synthesis, $3^{\text {rd }}$ Edition, Cambridge University Press, Cambridge, 1987.
[0003] Compounds described herein can comprise one or more asymmetric centers, and thus can exist in various isomeric forms, e.g., enantiomers and/or diastereomers. For example, the compounds described herein can be in the form of an individual enantiomer, diastereomer or geometric isomer, or can be in the form of a mixture of stereoisomers, including racemic mixtures and mixtures enriched in one or more stereoisomer. Isomers can be isolated from mixtures by methods known to those skilled in the art, including chiral high pressure liquid chromatography (HPFC) and the formation and crystallization of chiral salts; or preferred isomers can be prepared by asymmetric syntheses. See, for example, Jacques et al., Enantiomers, Racemates and Resolutions (Wiley Interscience, New York, 1981); Wilen et al., Tetrahedron 33:2725 (1977); Eliel, Stereochemistry of Carbon Compounds (McGraw-Hill, NY, 1962); and Wilen, Tables of Resolving Agents and Optical Resolutions p. 268 (E.F. Eliel, Ed., Univ. of Notre Dame Press, Notre Dame, IN 1972).
[0004] The invention additionally encompasses compounds described herein as individual isomers substantially free of other isomers, and alternatively, as mixtures of various isomers.
[0005] When a range of values is listed, it is intended to encompass each value and sub-range within the range. For example, " $\mathrm{C}_{1-6}$ alkyl" is intended to encompass, $\mathrm{C}_{1}, \mathrm{C}_{2}, \mathrm{C}_{3}, \mathrm{C}_{4}, \mathrm{C}_{5}, \mathrm{C}_{6}$, $\mathrm{C}_{1-6}, \mathrm{C}_{1-5}, \mathrm{C}_{1-4}, \mathrm{C}_{1-3}, \mathrm{C}_{1-2}, \mathrm{C}_{2-6}, \mathrm{C}_{2-5}, \mathrm{C}_{2-4}, \mathrm{C}_{2-3}, \mathrm{C}_{3-6}, \mathrm{C}_{3-5}, \mathrm{C}_{3-4}, \mathrm{C}_{4-6}, \mathrm{C}_{4-5}$, and $\mathrm{C}_{5-6}$ alkyl.
[0006] The following terms are intended to have the meanings presented therewith below and are useful in understanding the description and intended scope of the present invention. When describing the invention, which may include compounds, pharmaceutical compositions containing such compounds and methods of using such compounds and compositions, the following terms, if present, have the following meanings unless otherwise indicated. It should also be understood that when described herein any of the moieties defined forth below may be substituted with a variety of substituents, and that the respective definitions are intended to include such substituted moieties within their scope as set out below. Unless otherwise stated, the term "substituted" is to be defined as set out below. It should be further understood that the terms "groups" and "radicals" can be considered interchangeable when used herein. The articles "a" and "an" may be used herein to refer to one or to more than one (i.e., at least one) of the grammatical objects of the article. By way of example "an analogue" means one analogue or more than one analogue.
[0007] "Alkyl" as used herein, refers to a radical of a straight-chain or branched saturated hydrocarbon group having from 1 to 20 carbon atoms (" $\mathrm{C}_{1-20}$ alkyl"). In certain embodiments, an alkyl group has 1 to 12 carbon atoms (" $\mathrm{C}_{1-12}$ alkyl"). In certain embodiments, an alkyl group has 1 to 10 carbon atoms (" $\mathrm{C}_{1-10}$ alkyl"). In certain embodiments, an alkyl group has 1 to 9
carbon atoms (" $\mathrm{C}_{1-9}$ alkyl"). In certain embodiments, an alkyl group has 1 to 8 carbon atoms (" $\mathrm{C}_{1-8}$ alkyl"). In certain embodiments, an alkyl group has 1 to 7 carbon atoms (" $\mathrm{C}_{1-7}$ alkyl"). In certain embodiments, an alkyl group has 1 to 6 carbon atoms (" $\mathrm{C}_{1-6}$ alkyl", which is also referred to herein as "lower alkyl"). In certain embodiments, an alkyl group has 1 to 5 carbon atoms (" $\mathrm{C}_{1-5}$ alkyl"). In certain embodiments, an alkyl group has 1 to 4 carbon atoms (" $\mathrm{C}_{1-4}$ alkyl"). In certain embodiments, an alkyl group has 1 to 3 carbon atoms ("C $\mathrm{C}_{1-3}$ alkyl"). In certain embodiments, an alkyl group has 1 to 2 carbon atoms (" $\mathrm{C}_{1-2}$ alkyl"). In certain embodiments, an alkyl group has 1 carbon atom (" $\mathrm{C}_{1}$ alkyl"). Examples of $\mathrm{C}_{1-6}$ alkyl groups include methyl $\left(\mathrm{C}_{1}\right)$, ethyl $\left(\mathrm{C}_{2}\right)$, n-propyl $\left(\mathrm{C}_{3}\right)$, isopropyl $\left(\mathrm{C}_{3}\right)$, $n$-butyl $\left(\mathrm{C}_{4}\right)$, tert-butyl $\left(\mathrm{C}_{4}\right)$, sec-butyl $\left(\mathrm{C}_{4}\right)$, isobutyl ( $\mathrm{C}_{4}$ ), n-pentyl ( $\mathrm{C}_{5}$ ), 3-pentanyl ( $\mathrm{C}_{5}$ ), amyl ( $\mathrm{C}_{5}$ ), neopentyl ( $\mathrm{C}_{5}$ ), 3-methyl-2-butanyl $\left(\mathrm{C}_{5}\right)$, tertiary amyl $\left(\mathrm{C}_{5}\right)$, and $n$-hexyl ( $\mathrm{C}_{6}$ ). Additional examples of alkyl groups include $n$-heptyl $\left(\mathrm{C}_{7}\right), n$-octyl $\left(\mathrm{C}_{8}\right)$ and the like. Unless otherwise specified, each instance of an alkyl group is independently optionally substituted, i.e., unsubstituted (an "unsubstituted alkyl") or substituted (a "substituted alkyl") with one or more substituents; e.g., for instance from 1 to 5 substituents, 1 to 3 substituents, or 1 substituent. In certain embodiments, the alkyl group is unsubstituted $\mathrm{C}_{1-10}$ alkyl (e.g., $-\mathrm{CH}_{3}$ ). In certain embodiments, the alkyl group is substituted $\mathrm{C}_{1}$ 10 alkyl. Common alkyl abbreviations include $\mathrm{Me}\left(-\mathrm{CH}_{3}\right)$, $\mathrm{Et}\left(-\mathrm{CH}_{2} \mathrm{CH}_{3}\right), i-\operatorname{Pr}\left(-\mathrm{CH}\left(\mathrm{CH}_{3}\right)_{2}\right), n-$ $\operatorname{Pr}\left(-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{3}\right), n-\mathrm{Bu}\left(-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{3}\right)$, or $i-\mathrm{Bu}\left(-\mathrm{CH}_{2} \mathrm{CH}\left(\mathrm{CH}_{3}\right)_{2}\right)$.
[0008] "Alkylene" as used herein, refers to an alkyl group wherein two hydrogens are removed to provide a divalent radical. When a range or number of carbons is provided for a particular "alkylene" group, it is understood that the range or number refers to the range or number of carbons in the linear carbon divalent chain. An "alkelene" group may be substituted or unsubstituted with one or more substituents as described herein. Exemplary unsubstituted divalent alkylene groups include, but are not limited to, methylene ( $-\mathrm{CH}_{2}$-), ethylene ($\mathrm{CH}_{2} \mathrm{CH}_{2}$-), propylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-), butylene $\left(-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}\right.$-), pentylene ($\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-), hexylene ( $-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}$-), and the like. Exemplary substituted divalent alkylene groups, e.g., substituted with one or more alkyl (methyl) groups, include but are not limited to, substituted methylene $\left(-\mathrm{CH}\left(\mathrm{CH}_{3}\right)-\right.$, $\left(-\mathrm{C}\left(\mathrm{CH}_{3}\right)_{2}-\right)$, substituted ethylene $\quad\left(-\mathrm{CH}\left(\mathrm{CH}_{3}\right) \mathrm{CH}_{2}-,-\mathrm{CH}_{2} \mathrm{CH}\left(\mathrm{CH}_{3}\right)-, \quad-\mathrm{C}\left(\mathrm{CH}_{3}\right)_{2} \mathrm{CH}_{2}-,-\mathrm{CH}_{2} \mathrm{C}\left(\mathrm{CH}_{3}\right)_{2}-\right)$, substituted propylene $\left(-\mathrm{CH}\left(\mathrm{CH}_{3}\right) \mathrm{CH}_{2} \mathrm{CH}_{2}-,-\mathrm{CH}_{2} \mathrm{CH}\left(\mathrm{CH}_{3}\right) \mathrm{CH}_{2}-,-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{CH}\left(\mathrm{CH}_{3}\right)\right.$-, $-\mathrm{C}\left(\mathrm{CH}_{3}\right)_{2} \mathrm{CH}_{2} \mathrm{CH}_{2}{ }^{-}$, $-\mathrm{CH}_{2} \mathrm{C}(\mathrm{CH} 3)_{2} \mathrm{CH}_{2}-,-\mathrm{CH}_{2} \mathrm{CH}_{2} \mathrm{C}\left(\mathrm{CH}_{3}\right)_{2}$ - , and the like.
[0009] "Alkenyl" as used herein, refers to a radical of a straight-chain or branched hydrocarbon group having from 2 to 20 carbon atoms, one or more carbon-carbon double bonds (e.g., 1, 2, 3 , or 4 carbon-carbon double bonds), and optionally one or more carbon-carbon triple bonds
(e.g., 1, 2, 3, or 4 carbon-carbon triple bonds) (" $\mathrm{C}_{2-20}$ alkenyl"). In certain embodiments, alkenyl does not contain any triple bonds. In certain embodiments, an alkenyl group has 2 to 10 carbon atoms (" $\mathrm{C}_{2-10}$ alkenyl"). In certain embodiments, an alkenyl group has 2 to 9 carbon atoms (" $\mathrm{C}_{2}$ 9 alkenyl"). In certain embodiments, an alkenyl group has 2 to 8 carbon atoms (" $\mathrm{C}_{2-8}$ alkenyl"). In certain embodiments, an alkenyl group has 2 to 7 carbon atoms (" $\mathrm{C}_{2-7}$ alkenyl"). In certain embodiments, an alkenyl group has 2 to 6 carbon atoms (" $\mathrm{C}_{2-6}$ alkenyl"). In certain embodiments, an alkenyl group has 2 to 5 carbon atoms (" $\mathrm{C}_{2-5}$ alkenyl"). In certain embodiments, an alkenyl group has 2 to 4 carbon atoms (" $\mathrm{C}_{2-4}$ alkenyl"). In certain embodiments, an alkenyl group has 2 to 3 carbon atoms (" $\mathrm{C}_{2-3}$ alkenyl"). In certain embodiments, an alkenyl group has 2 carbon atoms (" $\mathrm{C}_{2}$ alkenyl"). The one or more carboncarbon double bonds can be internal (such as in 2-butenyl) or terminal (such as in 1-butenyl). Examples of $\mathrm{C}_{2-4}$ alkenyl groups include ethenyl ( $\mathrm{C}_{2}$ ), 1-propenyl $\left(\mathrm{C}_{3}\right)$, 2-propenyl $\left(\mathrm{C}_{3}\right)$, 1butenyl ( $\mathrm{C}_{4}$ ), 2-butenyl ( $\mathrm{C}_{4}$ ), butadienyl ( $\mathrm{C}_{4}$ ), and the like. Examples of $\mathrm{C}_{2-6}$ alkenyl groups include the aforementioned $\mathrm{C}_{2-4}$ alkenyl groups as well as pentenyl ( $\mathrm{C}_{5}$ ), pentadienyl ( $\mathrm{C}_{5}$ ), hexenyl ( $\mathrm{C}_{6}$ ), and the like. Additional examples of alkenyl include heptenyl ( $\mathrm{C}_{7}$ ), octenyl ( $\mathrm{C}_{8}$ ), octatrienyl $\left(\mathrm{C}_{8}\right)$, and the like. Unless otherwise specified, each instance of an alkenyl group is independently optionally substituted, i.e., unsubstituted (an "unsubstituted alkenyl") or substituted (a "substituted alkenyl") with one or more substituents e.g., for instance from 1 to 5 substituents, 1 to 3 substituents, or 1 substituent. In certain embodiments, the alkenyl group is unsubstituted $\mathrm{C}_{2-10}$ alkenyl. In certain embodiments, the alkenyl group is substituted $\mathrm{C}_{2-10}$ alkenyl.
[0010] "Alkenylene" as used herein, refers to an alkenyl group wherein two hydrogens are removed to provide a divalent radical. When a range or number of carbons is provided for a particular "alkenylene" group, it is understood that the range or number refers to the range or number of carbons in the linear carbon divalent chain. An "alkenylene" group may be substituted or unsubstituted with one or more substituents as described herein. Exemplary unsubstituted divalent alkenylene groups include, but are not limited to, ethenylene ( $-\mathrm{CH}=\mathrm{CH}-$ ) and propenylene (e.g., - $\mathrm{CH}=\mathrm{CHCH}_{2}-,-\mathrm{CH}_{2}-\mathrm{CH}=\mathrm{CH}-$ ). Exemplary substituted divalent alkenylene groups, e.g., substituted with one or more alkyl (methyl) groups, include but are not limited to, substituted ethylene $\left(-\mathrm{C}\left(\mathrm{CH}_{3}\right)=\mathrm{CH}-,-\mathrm{CH}=\mathrm{C}\left(\mathrm{CH}_{3}\right)\right.$ ) ), substituted propylene (e.g., -$\mathrm{C}\left(\mathrm{CH}_{3}\right)=\mathrm{CHCH}_{2}-,-\mathrm{CH}=\mathrm{C}\left(\mathrm{CH}_{3}\right) \mathrm{CH}_{2}$,,$-\mathrm{CH}=\mathrm{CHCH}\left(\mathrm{CH}_{3}\right)-,-\mathrm{CH}=\mathrm{CHC}\left(\mathrm{CH}_{3}\right)_{2}-,-\mathrm{CH}\left(\mathrm{CH}_{3}\right)-$ $\left.\mathrm{CH}=\mathrm{CH}-,-\mathrm{C}\left(\mathrm{CH}_{3}\right)_{2}-\mathrm{CH}=\mathrm{CH}-,-\mathrm{CH}_{2}-\mathrm{C}\left(\mathrm{CH}_{3}\right)=\mathrm{CH}-,-\mathrm{CH}_{2}-\mathrm{CH}=\mathrm{C}\left(\mathrm{CH}_{3}\right)-\right)$, and the like.
[0011] "Alkynyl" as used herein, refers to a radical of a straight-chain or branched hydrocarbon group having from 2 to 20 carbon atoms, one or more carbon-carbon triple bonds (e.g., 1, 2, 3,
or 4 carbon-carbon triple bonds), and optionally one or more carbon-carbon double bonds (e.g., $1,2,3$, or 4 carbon-carbon double bonds) ("C $\mathrm{C}_{2-20}$ alkynyl"). In certain embodiments, alkynyl does not contain any double bonds. In certain embodiments, an alkynyl group has 2 to 10 carbon atoms (" $\mathrm{C}_{2-10}$ alkynyl"). In certain embodiments, an alkynyl group has 2 to 9 carbon atoms (" $\mathrm{C}_{2}$-9 alkynyl"). In certain embodiments, an alkynyl group has 2 to 8 carbon atoms (" $\mathrm{C}_{2}$ 8 alkynyl"). In certain embodiments, an alkynyl group has 2 to 7 carbon atoms (" $\mathrm{C}_{2-7}$ alkynyl"). In certain embodiments, an alkynyl group has 2 to 6 carbon atoms (" $\mathrm{C}_{2-6}$ alkynyl"). In certain embodiments, an alkynyl group has 2 to 5 carbon atoms (" $\mathrm{C}_{2-5}$ alkynyl"). In certain embodiments, an alkynyl group has 2 to 4 carbon atoms (" $\mathrm{C}_{2-4}$ alkynyl"). In certain embodiments, an alkynyl group has 2 to 3 carbon atoms (" $\mathrm{C}_{2-3}$ alkynyl"). In certain embodiments, an alkynyl group has 2 carbon atoms (" $\mathrm{C}_{2}$ alkynyl"). The one or more carboncarbon triple bonds can be internal (such as in 2-butynyl) or terminal (such as in 1-butynyl). Examples of $\mathrm{C}_{24}$ alkynyl groups include, without limitation, ethynyl ( $\mathrm{C}_{2}$ ), 1-propynyl ( $\mathrm{C}_{3}$ ), 2propynyl $\left(\mathrm{C}_{3}\right)$, 1-butynyl $\left(\mathrm{C}_{4}\right)$, 2-butynyl $\left(\mathrm{C}_{4}\right)$, and the like. Examples of $\mathrm{C}_{2-6}$ alkenyl groups include the aforementioned $\mathrm{C}_{2-4}$ alkynyl groups as well as pentynyl ( $\mathrm{C}_{5}$ ), hexynyl $\left(\mathrm{C}_{6}\right)$, and the like. Additional examples of alkynyl include heptynyl ( $\mathrm{C}_{7}$ ), octynyl ( $\mathrm{C}_{8}$ ), and the like. Unless otherwise specified, each instance of an alkynyl group is independently optionally substituted, i.e., unsubstituted (an "unsubstituted alkynyl") or substituted (a "substituted alkynyl") with one or more substituents; e.g., for instance from 1 to 5 substituents, 1 to 3 substituents, or 1 substituent. In certain embodiments, the alkynyl group is unsubstituted $\mathrm{C}_{2-10}$ alkynyl. In certain embodiments, the alkynyl group is substituted $\mathrm{C}_{2-10}$ alkynyl.
[0012] "Alkynylene" as used herein, refers to a linear alkynyl group wherein two hydrogens are removed to provide a divalent radical. When a range or number of carbons is provided for a particular "alkynylene" group, it is understood that the range or number refers to the range or number of carbons in the linear carbon divalent chain. An "alkynylene" group may be substituted or unsubstituted with one or more substituents as described herein. Exemplary divalent alkynylene groups include, but are not limited to, substituted or unsubstituted ethynylene, substituted or unsubstituted propynylene, and the like.
[0013] The term "heteroalkyl," as used herein, refers to an alkyl group, as defined herein, which further comprises 1 or more (e.g., 1, 2, 3, or 4) heteroatoms (e.g., oxygen, sulfur, nitrogen, boron, silicon, phosphorus) within the parent chain, wherein the one or more heteroatoms is inserted between adjacent carbon atoms within the parent carbon chain and/or one or more heteroatoms is inserted between a carbon atom and the parent molecule, i.e., between the point of attachment. In certain embodiments, a heteroalkyl group refers to a
saturated group having from 1 to 10 carbon atoms and $1,2,3$, or 4 heteroatoms ("heteroC $\mathrm{C}_{1-10}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 9 carbon atoms and $1,2,3$, or 4 heteroatoms ("heteroC 1 $_{1-9}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 8 carbon atoms and $1,2,3$, or 4 heteroatoms ("heteroC $C_{1-}$ 8 alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 7 carbon atoms and $1,2,3$, or 4 heteroatoms ("heteroC ${ }_{1-7}$ alkyl"). In certain embodiments, a heteroalkyl group is a group having 1 to 6 carbon atoms and 1,2 , or 3 heteroatoms ("hetero $C_{1-6}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 5 carbon atoms and 1 or 2 heteroatoms ("heteroC $\mathrm{C}_{1-5}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 4 carbon atoms and/or 2 heteroatoms ("hetero $\mathrm{C}_{1-4}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 3 carbon atoms and 1 heteroatom ("heteroC ${ }_{1-3}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 to 2 carbon atoms and 1 heteroatom ("heteroC $\mathrm{C}_{1-2}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 1 carbon atom and 1 heteroatom ("heteroC ${ }_{1}$ alkyl"). In certain embodiments, a heteroalkyl group is a saturated group having 2 to 6 carbon atoms and 1 or 2 heteroatoms ("heteroC $C_{2-6}$ alkyl"). Unless otherwise specified, each instance of a heteroalkyl group is independently unsubstituted (an "unsubstituted heteroalkyl") or substituted (a "substituted heteroalkyl") with one or more substituents. In certain embodiments, the heteroalkyl group is an unsubstituted heteroC $\mathrm{C}_{1-10}$ alkyl. In certain embodiments, the heteroalkyl group is a substituted hetero $\mathrm{C}_{1-10}$ alkyl.
[0014] The term "heteroalkenyl," as used herein, refers to an alkenyl group, as defined herein, which further comprises one or more (e.g., $1,2,3$, or 4 ) heteroatoms (e.g., oxygen, sulfur, nitrogen, boron, silicon, phosphorus) wherein the one or more heteroatoms is inserted between adjacent carbon atoms within the parent carbon chain and/or one or more heteroatoms is inserted between a carbon atom and the parent molecule, i.e., between the point of attachment. In certain embodiments, a heteroalkenyl group refers to a group having from 2 to 10 carbon atoms, at least one double bond, and $1,2,3$, or 4 heteroatoms ("hetero $\mathrm{C}_{2-10}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 9 carbon atoms at least one double bond, and 1 , 2,3 , or 4 heteroatoms ("heteroC $C_{2-9}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 8 carbon atoms, at least one double bond, and $1,2,3$, or 4 heteroatoms ("heteroC $\mathrm{C}_{2-8}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 7 carbon atoms, at least one double bond, and $1,2,3$, or 4 heteroatoms ("heteroC $\mathrm{C}_{2-7}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 6 carbon atoms, at least one double bond, and 1, 2, or 3 heteroatoms ("heteroC $\mathrm{C}_{2-6}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 5
carbon atoms, at least one double bond, and 1 or 2 heteroatoms ("heteroC $C_{2-5}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 4 carbon atoms, at least one double bond, and lor 2 heteroatoms ("hetero $\mathrm{C}_{2-4}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 3 carbon atoms, at least one double bond, and 1 heteroatom ("heteroC ${ }_{2-3}$ alkenyl"). In certain embodiments, a heteroalkenyl group has 2 to 6 carbon atoms, at least one double bond, and 1 or 2 heteroatoms ("heteroC $\mathrm{C}_{2-6}$ alkenyl"). Unless otherwise specified, each instance of a heteroalkenyl group is independently unsubstituted (an "unsubstituted heteroalkenyl") or substituted (a "substituted heteroalkenyl") with one or more substituents. In certain embodiments, the heteroalkenyl group is an unsubstituted hetero $\mathrm{C}_{2-10}$ alkenyl. In certain embodiments, the heteroalkenyl group is a substituted hetero $\mathrm{C}_{2-10}$ alkenyl.
[0015] The term "heteroalkynyl," as used herein, refers to an alkynyl group, as defined herein, which further comprises one or more (e.g., 1, 2, 3, or 4) heteroatoms (e.g., oxygen, sulfur, nitrogen, boron, silicon, phosphorus) wherein the one or more heteroatoms is inserted between adjacent carbon atoms within the parent carbon chain and/or one or more heteroatoms are inserted between a carbon atom and the parent molecule, i.e., between the point of attachment. In certain embodiments, a heteroalkynyl group refers to a group having from 2 to 10 carbon atoms, at least one triple bond, and $1,2,3$, or 4 heteroatoms ("heteroC $C_{2-10}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 9 carbon atoms, at least one triple bond, and 1,2, 3 , or 4 heteroatoms ("heteroC2-9 alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 8 carbon atoms, at least one triple bond, and $1,2,3$, or 4 heteroatoms ("heteroC $C_{2-8}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 7 carbon atoms, at least one triple bond, and $1,2,3$, or 4 heteroatoms ("heteroC $\mathrm{C}_{2-7}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 6 carbon atoms, at least one triple bond, and 1,2 , or 3 heteroatoms ("heteroC $\mathrm{C}_{2-6}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 5 carbon atoms, at least one triple bond, and 1 or 2 heteroatoms ("heteroC ${ }_{2-5}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 4 carbon atoms, at least one triple bond, and lor 2 heteroatoms ("hetero $\mathrm{C}_{2-4}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 3 carbon atoms, at least one triple bond, and 1 heteroatom ("heteroC $\mathrm{C}_{2-3}$ alkynyl"). In certain embodiments, a heteroalkynyl group has 2 to 6 carbon atoms, at least one triple bond, and 1 or 2 heteroatoms ("heteroC ${ }_{2-6}$ alkynyl"). Unless otherwise specified, each instance of a heteroalkynyl group is independently unsubstituted (an "unsubstituted heteroalkynyl") or substituted (a "substituted heteroalkynyl") with one or more substituents. In certain embodiments, the heteroalkynyl group is an unsubstituted hetero $\mathrm{C}_{2-10}$ alkynyl. In certain embodiments, the heteroalkynyl group is a substituted hetero $\mathrm{C}_{2-10}$ alkynyl.
[0016] Analogous to "alkylene," "alkenylene," and "alkynylene" as defined above, "heteroalkylene," "heteroalkenylene," and "heteroalkynylene," as used herein, refer to a divalent radical of heteroalkyl, heteroalkenyl, and heteroalkynyl group respectively. When a range or number of carbons is provided for a particular "heteroalkylene," "heteroalkenylene," or "heteroalkynylene," group, it is understood that the range or number refers to the range or number of carbons in the linear divalent chain. "Heteroalkylene," "heteroalkenylene," and "heteroalkynylene" groups may be substituted or unsubstituted with one or more substituents as described herein.
[0017] "Aryl" refers to a radical of a monocyclic or polycyclic (e.g., bicyclic or tricyclic) $4 \mathrm{n}+2$ aromatic ring system (e.g., having 6,10 , or $14 \pi$ electrons shared in a cyclic array) having 614 ring carbon atoms and zero heteroatoms provided in the aromatic ring system (" $\mathrm{C}_{6-14}$ aryl"). In some embodiments, an aryl group has six ring carbon atoms (" $\mathrm{C}_{6}$ aryl"; e.g., phenyl). In some embodiments, an aryl group has ten ring carbon atoms ("C $\mathrm{C}_{10}$ aryl"; e.g., naphthyl such as 1-naphthyl and 2-naphthyl). In some embodiments, an aryl group has fourteen ring carbon atoms (" $\mathrm{C}_{14}$ aryl"; e.g., anthracyl).
[0018] Typical aryl groups include, but are not limited to, groups derived from aceanthrylene, acenaphthylene, acephenanthrylene, anthracene, azulene, benzene, chrysene, coronene, fluoranthene, fluorene, hexacene, hexaphene, hexalene, as-indacene, s-indacene, indane, indene, naphthalene, octacene, octaphene, octalene, ovalene, penta-2,4-diene, pentacene, pentalene, pentaphene, perylene, phenalene, phenanthrene, picene, pleiadene, pyrene, pyranthrene, rubicene, triphenylene, and trinaphthalene. Particular aryl groups include phenyl, naphthyl, indenyl, and tetrahydronaphthyl. Unless otherwise specified, each instance of an aryl group is independently optionally substituted, i.e., unsubstituted (an "unsubstituted aryl") or substituted (a "substituted aryl") with one or more substituents. In certain embodiments, the aryl group is unsubstituted $\mathrm{C}_{6-14}$ aryl. In certain embodiments, the aryl group is substituted $\mathrm{C}_{6}$ 14 aryl.
[0019] "Arylene" as used herein, refers to an aryl group wherein two hydrogens are removed to provide a divalent radical. When a range or number of carbons is provided for a particular "arylene" group, it is understood that the range or number refers to the range or number of carbons in the aryl group. An "arylene" group may be substituted or unsubstituted with one or more substituents as described herein.
[0020] "Heteroaryl" refers to a radical of a 5- to 14-membered monocyclic or polycyclic $4 \mathrm{n}+2$ aromatic ring system (e.g., having 6,10 , or $14 \pi$ electrons shared in a cyclic array) having ring carbon atoms and 1-8 ring heteroatoms provided in the aromatic ring system, wherein each
heteroatom is independently selected from nitrogen, oxygen and sulfur (" 5 - to 14-membered heteroaryl"). In heteroaryl groups that contain one or more nitrogen atoms, the point of attachment can be a carbon or nitrogen atom, as valency permits. Heteroaryl bicyclic ring systems can include one or more heteroatoms in one or both rings.
[0021] "Heteroaryl" also includes ring systems wherein the heteroaryl group, as defined above, is fused with one or more aryl groups wherein the point of attachment is either on the heteroaryl or the one or more aryl groups, and in such instances, the number of ring members designates the total number of ring members in the fused (aryl/heteroaryl) ring system. When substitution is indicated in such instances, unless otherwise specified, substitution can occur on either the heteroaryl or the one or more aryl groups. Bicyclic heteroaryl groups wherein one ring does not contain a heteroatom (e.g., indolyl, quinolinyl, carbazolyl, and the like) the point of attachment can be on either ring, i.e., either the ring bearing a heteroatom (e.g., 2-indolyl) or the ring that does not contain a heteroatom (e.g., 5 -indolyl).
[0022] In certain embodiments, a heteroaryl is a 5 - to 10 -membered aromatic ring system having ring carbon atoms and 1-4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur ("5- to 10-membered heteroaryl"). In certain embodiments, a heteroaryl is a 5- to 9-membered aromatic ring system having ring carbon atoms and 1-4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur ("5- to 9-membered heteroaryl"). In certain embodiments, a heteroaryl is a 5 - to 8 -membered aromatic ring system having ring carbon atoms and 1-4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur (" 5 - to 8 -membered heteroaryl"). In certain embodiments, a heteroaryl group is a 5 - to 6 -membered aromatic ring system having ring carbon atoms and 1 4 ring heteroatoms provided in the aromatic ring system, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur ("5- to 6-membered heteroaryl"). In certain embodiments, the 5 - to 6-membered heteroaryl has 1-3 ring heteroatoms independently selected from nitrogen, oxygen, and sulfur. In certain embodiments, the 5- to 6-membered heteroaryl has 1-2 ring heteroatoms independently selected from nitrogen, oxygen, and sulfur. In certain embodiments, the 5- to 6-membered heteroaryl has 1 ring heteroatom selected from nitrogen, oxygen, and sulfur. Unless otherwise specified, each instance of a heteroaryl group is independently optionally substituted, i.e., unsubstituted (an "unsubstituted heteroaryl") or substituted (a "substituted heteroaryl") with one or more substituents. In certain embodiments,
the heteroaryl group is unsubstituted 5 - to 14 -membered heteroaryl. In certain embodiments, the heteroaryl group is substituted 5 - to 14 -membered heteroaryl.
[0023] Exemplary 5-membered heteroaryl containing one heteroatom include, without limitation, pyrroly1, furanyl and thiophenyl. Exemplary 5-membered heteroaryl containing two heteroatoms include, without limitation, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, and isothiazolyl. Exemplary 5-membered heteroaryl containing three heteroatoms include, without limitation, triazolyl, oxadiazolyl, and thiadiazolyl. Exemplary 5-membered heteroaryl containing four heteroatoms include, without limitation, tetrazolyl. Exemplary 6-membered heteroaryl containing one heteroatom include, without limitation, pyridinyl. Exemplary 6membered heteroaryl containing two heteroatoms include, without limitation, pyridazinyl, pyrimidinyl, and pyrazinyl. Exemplary 6-membered heteroaryl containing three or four heteroatoms include, without limitation, triazinyl and tetrazinyl, respectively. Exemplary 7membered heteroaryl containing one heteroatom include, without limitation, azepinyl, oxepinyl, and thiepinyl. Exemplary 5,6-bicyclic heteroaryl include, without limitation, indolyl, isoindolyl, indazolyl, benzotriazolyl, benzothiophenyl, isobenzothiophenyl, benzofuranyl, benzoisofuranyl, benzimidazolyl, benzoxazolyl, benzisoxazolyl, benzoxadiazolyl, benzthiazolyl, benzisothiazolyl, benzthiadiazolyl, indolizinyl, and purinyl. Exemplary 6,6bicyclic heteroaryl include, without limitation, naphthyridinyl, pteridinyl, quinolinyl, isoquinolinyl, cinnolinyl, quinoxalinyl, phthalazinyl, and quinazolinyl.
[0024] "Heteroarylene" as used herein, refers to a heteroaryl group wherein two hydrogens are removed to provide a divalent radical. When a range or number of ring members is provided for a particular "heteroarylene" group, it is understood that the range or number refers to the number of ring members in the heteroaryl group. A "heteroarylene" group may be substituted or unsubstituted with one or more substituents as described herein.
[0025] "Carbocyclyl" refers to a radical of a non-aromatic cyclic hydrocarbon group having from 3 to 12 ring carbon atoms (" $\mathrm{C}_{3-12}$ carbocyclyl") and zero heteroatoms in the nonaromatic ring system. In certain embodiments, a carbocyclyl group has 3 to 10 ring carbon atoms (" $\mathrm{C}_{3}$ 10 carbocyclyl"). In certain embodiments, a carbocyclyl group has 3 to 8 ring carbon atoms (" $\mathrm{C}_{3-8}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 3 to 6 ring carbon atoms (" $\mathrm{C}_{3-6}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 5 to 12 ring carbon atoms ( ${ }^{\text {C }} \mathrm{C}_{5-12}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 5 to 10 ring carbon atoms ("C $\mathrm{C}_{5-10}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 5 to 8 ring carbon atoms ("C $\mathrm{C}_{5-8}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 5 or 6 ring carbon atoms ("C5-6 carbocyclyl"). Exemplary $\mathrm{C}_{3-6}$ carbocyclyl include, without limitation,
cyclopropyl $\left(\mathrm{C}_{3}\right)$, cyclopropenyl $\left(\mathrm{C}_{3}\right)$, cyclobutyl $\left(\mathrm{C}_{4}\right)$, cyclobutenyl $\left(\mathrm{C}_{4}\right)$, cyclopentyl $\left(\mathrm{C}_{5}\right)$, cyclopentenyl $\left(\mathrm{C}_{5}\right)$, cyclohexyl $\left(\mathrm{C}_{6}\right)$, cyclohexenyl $\left(\mathrm{C}_{6}\right)$, cyclohexadienyl $\left(\mathrm{C}_{6}\right)$, and the like. Exemplary $\mathrm{C}_{3-8}$ carbocyclyl include, without limitation, the aforementioned $\mathrm{C}_{3-6}$ carbocyclyl groups as well as cycloheptyl $\left(\mathrm{C}_{7}\right)$, cycloheptenyl ( $\mathrm{C}_{7}$ ), cycloheptadienyl ( $\mathrm{C}_{7}$ ), cycloheptatrienyl $\left(\mathrm{C}_{7}\right)$, cyclooctyl $\left(\mathrm{C}_{8}\right)$, cyclooctenyl $\left(\mathrm{C}_{8}\right)$, bicyclo[2.2.1]heptanyl $\left(\mathrm{C}_{7}\right)$, bicyclo[2.2.2]octanyl $\left(\mathrm{C}_{8}\right)$, and the like. Exemplary $\mathrm{C}_{3}-10$ carbocyclyl include, without limitation, the aforementioned $\mathrm{C}_{3-8}$ carbocyclyl groups as well as cyclononyl ( $\mathrm{C}_{9}$ ), cyclononenyl ( $\mathrm{C}_{9}$ ), cyclodecyl ( $\mathrm{C}_{10}$ ), cyclodecenyl ( $\mathrm{C}_{10}$ ), octahydro-1H-indenyl ( $\mathrm{C}_{9}$ ), decahydronaphthalenyl ( $\mathrm{C}_{10}$ ), spiro[4.5]decanyl ( $\mathrm{C}_{10}$ ), and the like.
[0026] In certain embodiments, "carbocyclyl" is a monocyclic, saturated carbocyclyl group having from 3 to 12 ring carbon atoms (" $\mathrm{C}_{3-12}$ carbocyclyl"). In certain embodiments, "carbocyclyl" is a monocyclic, saturated carbocyclyl group having from 3 to 10 ring carbon atoms (" $\mathrm{C}_{3-10}$ carbocyclyl"). In certain embodiments, "carbocyclyl" is a monocyclic, saturated carbocyclyl group having from 3 to 8 ring carbon atoms (" $\mathrm{C}_{3-8}$ carbocyclyl"). In certain embodiments, "carbocyclyl" is a monocyclic, saturated carbocyclyl group having from 3 to 6 ring carbon atoms (" $\mathrm{C}_{3-6}$ carbocyclyl"). In certain embodiments, "carbocyclyl" is a monocyclic, saturated carbocyclyl group having from 5 to 12 ring carbon atoms (" $\mathrm{C}_{5-12}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 5 to 10 ring carbon atoms (" $\mathrm{C}_{5-10}$ carbocyclyl"). In certain embodiments, a carbocyclyl group has 5 to 8 ring carbon atoms (" $\mathrm{C}_{5-8}$ carbocyclyl"). In certain embodiments, "carbocyclyl" is a monocyclic, saturated carbocyclyl group having 5 or 6 ring carbon atoms (" $\mathrm{C}_{5-6}$ carbocyclyl"). Examples of $\mathrm{C}_{5-6}$ carbocyclyl include cyclopentyl $\left(\mathrm{C}_{5}\right)$ and cyclohexyl $\left(\mathrm{C}_{5}\right)$. Examples of $\mathrm{C}_{3-6}$ carbocyclyl include the aforementioned $\mathrm{C}_{5-6}$ carbocyclyl groups as well as cyclopropyl $\left(\mathrm{C}_{3}\right)$ and cyclobutyl $\left(\mathrm{C}_{4}\right)$. Examples of $\mathrm{C}_{3-8}$ carbocyclyl include the aforementioned $\mathrm{C}_{3-6}$ carbocyclyl groups as well as cycloheptyl ( $\mathrm{C}_{7}$ ) and cyclooctyl $\left(\mathrm{C}_{8}\right)$. Unless otherwise specified, each instance of a carbocyclyl group is independently unsubstituted (an "unsubstituted carbocyclyl") or substituted (a "substituted carbocyclyl") with one or more substituents. In certain embodiments, the carbocyclyl group is unsubstituted $\mathrm{C}_{3-12}$ carbocyclyl. In certain embodiments, the carbocyclyl group is substituted $\mathrm{C}_{3-12}$ carbocyclyl.
[0027] As the foregoing examples illustrate, in certain embodiments, the carbocyclyl group is either monocyclic ("monocyclic carbocyclyl") or polycyclic ("polycyclic carbocyclyl") that contains a fused, bridged or spiro ring system and can be saturated or can be partially unsaturated. Unless otherwise specified, each instance of a carbocyclyl group is independently optionally substituted, i.e., unsubstituted (an "unsubstituted carbocyclyl") or substituted (a
"substituted carbocyclyl") with one or more substituents. In certain embodiments, the carbocyclyl group is unsubstituted $\mathrm{C}_{3-12}$ carbocyclyl. In certain embodiments, the carbocyclyl group is a substituted $\mathrm{C}_{3-12}$ carbocyclyl.
[0028] "Fused carbocyclyl" or "fused carbocycle" refers to ring systems wherein the carbocyclyl group, as defined above, is fused with, i.e., share two common atoms (as such, share one common bond), one or more carbocyclyl groups, as defined above, wherein the point of attachment is on any of the fused rings. In such instances, the number of carbons designates the total number of carbons in the fused ring system. When substitution is indicated, unless otherwise specified, substitution can occur on any of the fused rings.
[0029] "Spiro carbocyclyl" or or "spiro carbocycle" refers to ring systems wherein the carbocyclyl group, as defined above, form spiro structure with, i.e., share one common atom with, one or more carbocyclyl groups, as defined above, wherein the point of attachment is on the carbocyclyl rings in which the spiro structure is embedded. In such instances, the number of carbons designates the total number of carbons of the carbocyclyl rings in which the spiro structure is embedded. When substitution is indicated, unless otherwise specified, substitution can occur on the carbocyclyl rings in which the spiro structure is embedded.
[0030] "Bridged carbocyclyl" or or "bridged carbocycle" refers to ring systems wherein the carbocyclyl group, as defined above, form bridged structure with, i.e., share more than two atoms (as such, share more than one bonds) with, one or more carbocyclyl groups, as defined above, wherein the point of attachment is on any of the carbocyclyl rings in which the bridged structure is embedded. In such instances, the number of carbons designates the total number of carbons of the carbocyclyl rings in which the bridged structure is embedded. When substitution is indicated, unless otherwise specified, substitution can occur on any of the carbocyclyl rings in which the bridged structure is embedded.
[0031] "Carbocyclylene" as used herein, refers to a carbocyclyl group wherein two hydrogens are removed to provide a divalent radical. The divalent radical may be present on different atoms or the same atom of the carbocyclylene group. When a range or number of carbons is provided for a particular "carbocyclyl" group, it is understood that the range or number refers to the range or number of carbons in the carbocyclyl group. A "carbocyclyl" group may be substituted or unsubstituted with one or more substituents as described herein.
[0032] "Heterocyclyl" refers to a radical of a 3- to 12 -membered non-aromatic ring system having ring carbon atoms and 1 to 4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, sulfur, boron, phosphorus, and silicon ("3- to 12-membered heterocyclyl"). In heterocyclyl groups that contain one or more nitrogen atoms,
the point of attachment can be a carbon or nitrogen atom, as valency permits. Exemplary 3membered heterocyclyl groups containing one heteroatom include, without limitation, azirdinyl, oxiranyl, thiorenyl. Exemplary 4-membered heterocyclyl groups containing one heteroatom include, without limitation, azetidinyl, oxetanyl and thietanyl. Exemplary 5membered heterocyclyl groups containing one heteroatom include, without limitation, tetrahydrofuranyl, dihydrofuranyl, tetrahydrothiophenyl, dihydrothiophenyl, pyrrolidinyl, dihydropyrrolyl and pyrrolyl-2,5-dione. Exemplary 5-membered heterocyclyl groups containing two heteroatoms include, without limitation, dioxolanyl, oxasulfuranyl, disulfuranyl, and oxazolidin-2-one. Exemplary 5-membered heterocyclyl groups containing three heteroatoms include, without limitation, triazolinyl, oxadiazolinyl, and thiadiazolinyl. Exemplary 6-membered heterocyclyl groups containing one heteroatom include, without limitation, piperidinyl, tetrahydropyranyl, dihydropyridinyl, and thianyl. Exemplary 6membered heterocyclyl groups containing two heteroatoms include, without limitation, piperazinyl, morpholinyl, dithianyl, dioxanyl. Exemplary 6-membered heterocyclyl groups containing two heteroatoms include, without limitation, triazinanyl. Exemplary 7-membered heterocyclyl groups containing one heteroatom include, without limitation, azepanyl, oxepanyl and thiepanyl. Exemplary 8 -membered heterocyclyl groups containing one heteroatom include, without limitation, azocanyl, oxecanyl and thiocanyl. Exemplary 5-membered heterocyclyl groups fused to a $\mathrm{C}_{6}$ aryl ring (also referred to herein as a 5,6-bicyclic heterocyclic ring) include, without limitation, indolinyl, isoindolinyl, dihydrobenzofuranyl, dihydrobenzothienyl, benzoxazolinonyl, and the like. Exemplary 6-membered heterocyclyl groups fused to an aryl ring (also referred to herein as a 6,6-bicyclic heterocyclic ring) include, without limitation, tetrahydroquinolinyl, tetrahydroisoquinolinyl, and the like.
[0033] In certain embodiments, a heterocyclyl group is a 5 - to 12-membered non-aromatic ring system having ring carbon atoms and 1-4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, sulfur, boron, phosphorus, and silicon (" 5 - to 12 -membered heterocyclyl"). In certain embodiments, a heterocyclyl group is a 5- to 10 membered non-aromatic ring system having ring carbon atoms and 1-4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, sulfur, boron, phosphorus, and silicon (" 5 - to 10 -membered heterocyclyl"). In certain embodiments, a heterocyclyl group is a 5- to 8-membered non-aromatic ring system having ring carbon atoms and 1-4 ring heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur ("5- to 8-membered heterocyclyl"). In certain embodiments, a heterocyclyl group is a 5 - to 6 -membered non-aromatic ring system having ring carbon atoms and 1-4 ring
heteroatoms, wherein each heteroatom is independently selected from nitrogen, oxygen, and sulfur ("5- to 6-membered heterocyclyl"). In certain embodiments, the 5 - to 6 -membered heterocyclyl has 1-3 ring heteroatoms selected from nitrogen, oxygen, and sulfur. In certain embodiments, the 5- to 6-membered heterocyclyl has 1-2 ring heteroatoms selected from nitrogen, oxygen, and sulfur. In certain embodiments, the 5- to 6-membered heterocyclyl has one ring heteroatom selected from nitrogen, oxygen, and sulfur.
[0034] As the foregoing examples illustrate, in certain embodiments, a heterocyclyl group can either be monocyclic ("monocyclic heterocyclyl") or polycyclic ("polycyclic heterocyclyl") that contains a fused, bridged or spiro ring system, and can be saturated or can be partially unsaturated. Heterocyclyl polycyclic ring systems can include one or more heteroatoms in one or both rings. "Heterocyclyl" also includes ring systems wherein the heterocyclyl group, as defined above, is fused with one or more carbocyclyl groups wherein the point of attachment is either on the carbocyclyl or heterocyclyl ring, and in such instances, the number of ring members designates the total number of ring members in the entire ring system. When substitution is indicated in such instances, unless otherwise specified, substitution can occur on either the heterocyclyl or the one or more carbocyclyl groups. Unless otherwise specified, each instance of heterocyclyl is independently optionally substituted, i.e., unsubstituted (an "unsubstituted heterocyclyl") or substituted (a "substituted heterocyclyl") with one or more substituents. In certain embodiments, the heterocyclyl group is unsubstituted 3- to 12 membered heterocyclyl. In certain embodiments, the heterocyclyl group is substituted 3- to 12membered heterocyclyl.
[0035] "Fused heterocyclyl" or "fused heterocycle" refers to ring systems wherein the heterocyclyl group, as defined above, is fused with, i.e., share two common atoms (as such, share one common bond) with, one or more heterocyclyl or carbocyclyl groups, as defined above, wherein the point of attachment is on any of the fused rings. In such instances, the number of ring members designates the total number of ring members in the fused ring system. When substitution is indicated, unless otherwise specified, substitution can occur on any of the fused rings.
[0036] "Spiro heterocyclyl" or "spiro heterocycle" refers to ring systems wherein the heterocyclyl group, as defined above, form spiro structure with, i.e., share one common atom with, one or more heterocyclyl or carbocyclyl groups, as defined above, wherein the point of attachment is on the heterocyclyl or carbocyclyl rings in which the spiro structure is embedded. In such instances, the number of ring members designates the total number of ring members of the heterocyclyl or carbocyclyl rings in which the spiro structure is embedded. When
substitution is indicated, unless otherwise specified, substitution can occur on any of the heterocyclyl or carbocyclyl rings in which the spiro structure is embedded.
[0037] "Bridged heterocyclyl" or "bridged heterocycle" refers to ring systems wherein the heterocyclyl group, as defined above, form bridged structure with, i.e., share more than two atoms (as such, share more than one bonds) with, one or more heterocyclyl or carbocyclyl groups, as defined above, wherein the point of attachment is on the heterocyclyl or carbocyclyl rings in which the bridged structure is embedded. In such instances, the number of ring members designates the total number of ring members of the heterocyclyl or carbocyclyl rings in which the bridged structure is embedded. When substitution is indicated, unless otherwise specified, substitution can occur on any of the heterocyclyl or carbocyclyl rings in which the bridged structure is embedded.
[0038] "Heterocyclylene" as used herein, refers to a heterocyclyl group wherein two hydrogens are removed to provide a divalent radical. The divalent radical may be present on different atoms or the same atom of the heterocyclylene group. When a range or number of ring members is provided for a particular "heterocyclylene" group, it is understood that the range or number refers to the number of ring members in the heterocyclylene group. A "heterocyclylene" group may be substituted or unsubstituted with one or more substituents as described herein.
[0039] "Alkoxy" as used herein, refers to the group -OR, wherein R is alkyl as defined herein. $\mathrm{C}_{1-6}$ alkoxy refers to the group -OR, wherein each R is $\mathrm{C}_{1-6}$ alkyl, as defined herein. Exemplary $C_{1-6}$ alkyl is set forth above.
[0040] "Alkylamino" as used herein, refers to the group -NHR or $-\mathrm{NR}_{2}$, wherein each R is independently alkyl, as defined herein. $\mathrm{C}_{1-6}$ alkylamino refers to the group -NHR or $-\mathrm{NR}_{2}$, wherein each R is independently $\mathrm{C}_{1-6}$ alkyl, as defined herein. Exemplary $\mathrm{C}_{1-6}$ alkyl is set forth above.
[0041] "Oxo" refers to $=O$. When a group other than aryl and heteroaryl or an atom is substituted with an oxo, it is meant to indicate that two geminal radicals on that group or atom form a double bond with an oxygen radical. When a heteroaryl is substituted with an oxo, it is meant to indicate that a resonance structure/tautomer involving a heteroatom provides a carbon atom that is able to form two geminal radicals, which form a double bond with an oxygen radical.
[0042] "Halo" or "halogen" refers to fluoro (F), chloro (Cl), bromo (Br), and iodo (I). In certain embodiments, the halo group is either fluoro or chloro.
[0043] "Frotecting group" as used herein is art-recognzed and refers to a chomical moiety fotroduced into a molecale by chemical modifeation of a fancional group (e,g, bydroxy,
amino, thio, and caboxylic acid) to obtain chenoselectivity in a subsequent chemical reaction, durng whol the umodifed fmetional group may not survive or may interfere with the chemical reaction. Common fuctional groups that need to be protected wclude but not hmited to hydroxyl, amino, thiol, and carboxyic acid. Accordingly, the protecting groups are termed hydroxyl-proketing groups, amino-protecting groups, thol-protecting groups, and carboxybic acid-protecting groups, respecively.
[0044] Common types of hydroxyl-protecting groups include but not limited to ethers (e.g., methoxymethyl (MOM), $\beta$-Methoxyethoxymethyl (MEM), tetrahydropyranyl (THP), pmethoxyphenyl (PMP), $t$-butyl, triphenylmethyl (Trityl), allyl, and benzyl ether (Bn)), silyl ethers (e.g., $t$-butyldiphenylsilyl (TBDPS), trimethylsilyl (TMS), triisopropylsilyl (TIPS), tri-iso-propylsilyloxymethyl (TOM), and $t$-butyldimethylsilyl (TBDMS), and esters (e.g. pivalic acid ester (Piv) and benzoic acid ester (benzoate; Bz)).
[0045] Common types of amino-protecting groups inchade but not limited to carbamates (e.g., $t$-butyloxycarbonyl (Boc), 9-fluorenylmethyloxycarbonyl (Fmoc), p-methoxybenzyl carbonyl (Moz or MeOZ), 2,2,2-trichloroehtoxycarbonyl (Troc), and benzyl carbamate (Cbz)), esters (e.g., acetyl (Ac); benzoyl (Bz), trifluoroacetyl, and phthalimide), amines (e.g, benzyl (Bn), pmethoxybenzyl (PMB), p-methoxyphenyl (PMP), and triphenylmethyl (trityl)), and sulfonamides (e.g., tosyl (Ts), N-alkyl nitrobenzenesulfonamides (Nosyl), and 2nitrophenylsulfenyl ( Nps )).
[0046] Common types of thol-protecting groups inelude but not hmied to sulfide (e.g. pmethylbenzy (Meb), $t$-butyl, acetamidonethy \{ Acm), and triphenylmethyl (Trityl),
[0047] Common ypes of caboxylic acid-protecting grops inchde but nof himed to esters (e.g, methyl cster, triphenylmethyl (Trityl), t-butyl ester, benzyl ester (Bn), S-t-baty) ester, silyl esters, and orthoesters) and oxazoline.
[0048] These and other exemplary substituents are described in more detail in the Detailed Description, Examples, and claims. The invention is not intended to be limited in any manner by the above exemplary listing of substituents.

## Other Definitions

[0049] "Pharmaceutically acceptable" means approved or approvable by a regulatory agency of the Federal or a state government or the corresponding agency in countries other than the United States, or that is listed in the U.S. Pharmacopoeia or other generally recognized pharmacopoeia for use in animals, and more particularly, in humans.
[0050] "Pharmaceutically acceptable salt" refers to a salt of a compound of the disclosure that is pharmaceutically acceptable and that possesses the desired pharmacological activity of the parent compound. In particular, such salts are non-toxic may be inorganic or organic acid addition salts and base addition salts. Specifically, such salts include: (1) acid addition salts, formed with inorganic acids such as hydrochloric acid, hydrobromic acid, sulfuric acid, nitric acid, phosphoric acid, and the like; or formed with organic acids such as acetic acid, propionic acid, hexanoic acid, cyclopentanepropionic acid, glycolic acid, pyruvic acid, lactic acid, malonic acid, succinic acid, malic acid, maleic acid, fumaric acid, tartaric acid, citric acid, benzoic acid, 3-(4-hydroxybenzoyl)benzoic acid, cinnamic acid, mandelic acid, methanesulfonic acid, ethanesulfonic acid, 1,2-ethane-disulfonic acid, 2hydroxyethanesulfonic acid, benzenesulfonic acid, chlorobenzenesulfonic acid, 2naphthalenesulfonic acid, 4-toluenesulfonic acid, camphorsulfonic acid, 4-methylbicyclo [2.2.2]-oct-2-ene-1-carboxylic acid, glucoheptonic acid , 3-phenylpropionic acid, trimethylacetic acid, tertiary butylacetic acid, lauryl sulfuric acid , gluconic acid, glutamic acid, hydroxynaphthoic acid, salicylic acid, stearic acid, muconic acid, and the like; or (2) salts formed when an acidic proton present in the parent compound either is replaced by a metal ion, e.g., an alkali metal ion, an alkaline earth ion, or an aluminum ion; or coordinates with an organic base such as ethanolamine, diethanolamine, triethanolamine, N -methylglucamine and the like. Salts further include, by way of example only, sodium potassium, calcium, magnesium, ammonium, tetraalkylammonium, and the like; and when the compound contains a basic functionality, salts of nontoxic organic or inorganic acids, such as hydrochloride, hydrobromide, tartrate, mesylate, acetate, maleate, oxalate and the like.
[0051] The term "pharmaceutically acceptable cation" refers to an acceptable cationic counterion of an acidic functional group. Such cations are exemplified by sodium, potassium, calcium, magnesium, ammonium, tetraalkylammonium cations, and the like (see, e.g., Berge, et al., J. Pharm. Sci. 66 (1):1-79 (January 77).
[0052] "Pharmaceutically acceptable vehicle" refers to a diluent, adjuvant, excipient or carrier with which a compound of the disclosure is administered.
[0053] "Pharmaceutically acceptable metabolically cleavable group" refers to a group which is cleaved in vivo to yield the parent molecule of the structural formula indicated herein. Examples of metabolically cleavable groups include -COR, -COOR, $-\mathrm{CONR}_{2}$ and $-\mathrm{CH}_{2} \mathrm{OR}$ radicals, where R is selected independently at each occurrence from alkyl, trialkylsilyl, carbocyclic aryl or carbocyclic aryl substituted with one or more of alkyl, halogen, hydroxy or
alkoxy. Specific examples of representative metabolically cleavable groups include acetyl, methoxycarbonyl, benzoyl, methoxymethyl and trimethylsilyl groups.
[0054] The term "prodrug," as used in this disclosure, means a compound which is convertible in vivo by metabolic means (e.g., by hydrolysis) to a disclosed compound.
[0055] Since prodrugs may enhance numerous desirable qualities of pharmaceuticals (e.g., solubility, bioavailability, manufacturing, etc.), the compounds of the present disclosure (e.g., a compound of any of the formulae or any individual compounds disclosed herein), or pharmaceutically acceptable salts, solvates, stereoisomers, or tautomers thereof can be delivered in prodrug form. Thus, the present disclosure is intended to cover prodrugs of a compound of the present disclosure (e.g., a compound of any of the formulae or any individual compounds disclosed herein), or a pharmaceutically acceptable salt, solvate, stereoisomer, or tautomer thereof, methods of delivering the same and compositions containing the same. "Prodrugs" are intended to include any covalently bonded carriers that release an active parent drug of the present disclosure in vivo when such prodrug is administered to a mammalian subject. Prodrugs are prepared by modifying functional groups present in the compound in such a way that the modifications are cleaved, either in routine manipulation or in vivo, to the parent compound. Prodrugs include compounds of the disclosure wherein a hydroxyl or amino, group is bonded to any group that, when the prodrug of the present disclosure is administered to a mammalian subject, it cleaves to form a free hydroxyl or free amino group, respectively. Examples of prodrugs include, but are not limited to, acetate, formate, and benzoate derivatives of alcohol and amine functional groups in the compounds of each of the formulae described herein or a pharmaceutically acceptable salt, solvate, stereoisomer, or tautomer thereof.
[0056] A "subject" to which administration is contemplated includes, but is not limited to, humans (i.e., a male or female of any age group, e.g., a pediatric subject (e.g, infant, child, adolescent) or an adult subject (e.g., young adult, middle aged adult or senior adult) and/or a non-human animal, e.g., a mammal such as primates (e.g., cynomolgus monkeys, rhesus monkeys), cattle, pigs, horses, sheep, goats, rodents, cats, and/or dogs. In certain embodiments, the subject is a human. In certain embodiments, the subject is a non-human animal.
[0057] An "effective amount" means the amount of a compound that, when administered to a subject for treating or preventing a disease, is sufficient to affect such treatment or prevention. The "effective amount" can vary depending on the compound, the disease and its severity, and the age, weight, etc., of the subject to be treated. A "therapeutically effective amount" refers to the effective amount for therapeutic treatment. A "prophylatically effective amount" refers to the effective amount for prophylactic treatment.
[0058] "Preventing", "prevention" or "prophylactic treatment" refers to a reduction in risk of acquiring or developing a disease or disorder (i.e., causing at least one of the clinical symptoms of the disease not to develop in a subject not yet exposed to a disease-causing agent, or in a subject who is predisposed to the disease in advance of disease onset).
[0059] The term "prophylaxis" is related to "prevention," and refers to a measure or procedure the purpose of which is to prevent, rather than to treat or cure a disease. Non limiting examples of prophylactic measures may include the administration of vaccines; the administration of low molecular weight heparin to hospital patients at risk for thrombosis due, for example, to immobilization, and the administration of an anti-malarial agent such as chloroquine, in advance of a visit to a geographical region where malaria is endemic or the risk of contracting malaria is high.
[0060] "Treating" or "treatment" or "therapeutic treatment" of any disease or disorder refers, in one embodiment, to ameliorating the disease or disorder (i.e., arresting the disease or reducing the manifestation, extent or severity of at least one of the clinical symptoms thereof). In another embodiment, "treating" or "treatment" refers to ameliorating at least one physical parameter, which may not be discernible by the subject. In yet another embodiment, "treating" or "treatment" refers to modulating the disease or disorder, either physically, (e.g., stabilization of a discernible symptom), physiologically, (e.g., stabilization of a physical parameter), or both. In a further embodiment, "treating" or "treatment" relates to slowing the progression of the disease.
[0061] The term "about" when referring to a number or a numerical range means that the number or numerical range referred to is an approximation within experimental variability or within statistical experimental error, and thus the number or numerical range, in some instances, will vary between $1 \%$ and $15 \%$ of the stated number or numerical range. In certain embodiments, the number or numerical range vary by $1 \%, 2 \%, 3 \%, 4 \%, 5 \%, 6 \%, 7 \%, 8 \%, 9 \%$, $10 \%, 11 \%, 12 \%, 13 \%, 14 \%$, or $15 \%$ of the stated number or numerical range. In certain embodiments, the number or numerical range vary by $1 \%, 2 \%, 3 \%, 4 \%$, or $5 \%$ of the stated number or numerical range. In certain embodiments, the number or numerical range vary by $1 \%, 2 \%$, or $3 \%$ of the stated number or numerical range.
[0062] The term "comprising" (and related terms such as "comprise" or "comprises" or "having" or "including") is not intended to exclude that in other certain embodiments, for example, an embodiment of any composition of matter, composition, method, or process, or the like, described herein, "consist of" or "consist essentially of" the described features.
[0063] The phrase "and/or," as used herein in the specification and in the claims, should be understood to mean "either or both" of the elements so conjoined, i.e., elements that are conjunctively present in some cases and disjunctively present in other cases. Multiple elements listed with "and/or" should be construed in the same fashion, i.e., "one or more" of the elements so conjoined. Other elements may optionally be present other than the elements specifically identified by the "and/or" clause, whether related or unrelated to those elements specifically identified. Thus, as a non-limiting example, a reference to "A and/or B", when used in conjunction with open-ended language such as "comprising" may refer, in one embodiment, to A only (optionally including elements other than B ); in another embodiment, to B only (optionally including elements other than A); in yet another embodiment, to both A and B (optionally including other elements); etc.
[0064] As used herein in the specification and in the claims, "or" should be understood to have the same meaning as "and/or" as defined above. For example, when separating items in a list, "or" or "and/or" shall be interpreted as being inclusive, i.e., the inclusion of at least one, but also including more than one, of a number or list of elements, and, optionally, additional unlisted items. Only terms clearly indicated to the contrary, such as "only one of" or "exactly one of," or, when used in the claims, "consisting of," will refer to the inclusion of exactly one element of a number or list of elements. In general, the term "or" as used herein shall only be interpreted as indicating exclusive alternatives (i.e., "one or the other but not both") when preceded by terms of exclusivity, such as "either," "one of," "only one of," or "exactly one of." "Consisting essentially of," when used in the claims, shall have its ordinary meaning as used in the field of patent law.
[0065] As used herein in the specification and in the claims, the phrase "at least one," in reference to a list of one or more elements, should be understood to mean at least one element selected from any one or more of the elements in the list of elements, but not necessarily including at least one of each and every element specifically listed within the list of elements and not excluding any combinations of elements in the list of elements. This definition also allows that elements may optionally be present other than the elements specifically identified within the list of elements to which the phrase "at least one" refers, whether related or unrelated to those elements specifically identified. Thus, as a non-limiting example, "at least one of A and B" (or, equivalently, "at least one of A or B," or, equivalently "at least one of A and/or B") may refer, in one embodiment, to at least one, optionally including more than one, A, with no B present (and optionally including elements other than B); in another embodiment, to at least one, optionally including more than one, B , with no A present (and optionally including
elements other than A ); in yet another embodiment, to at least one, optionally including more than one, A, and at least one, optionally including more than one, B (and optionally including other elements); etc.
[0066] While the present teachings have been described in conjunction with various embodiments and examples, it is not intended that the present teachings be limited to such embodiments or examples. On the contrary, the present teachings encompass various alternatives, modifications, and equivalents, as will be appreciated by those of skill in the art.
[0067] While various inventive embodiments have been described and illustrated herein, those of ordinary skill in the art will readily envision a variety of other means and/or structures for performing the function and/or obtaining the results and/or one or more of the advantages described herein, and each of such variations and/or modifications is deemed to be within the scope of the inventive embodiments described herein. More generally, those skilled in the art will readily appreciate that all parameters, dimensions, materials, and configurations described herein are meant to be exemplary and that the actual parameters, dimensions, materials, and/or configurations will depend upon the specific application or applications for which the inventive teachings is/are used. Those skilled in the art will recognize many equivalents to the specific inventive embodiments described herein. It is, therefore, to be understood that the foregoing embodiments are presented by way of example only and that, within the scope of the appended claims and equivalents thereto, inventive embodiments may be practiced otherwise than as specifically described and claimed. Inventive embodiments of the present disclosure are directed to each individual feature, system, article, material, kit, and/or method described herein. In addition, any combination of two or more such features, systems, articles, materials, kits, and/or methods, if such features, systems, articles, materials, kits, and/or methods are not mutually inconsistent, is included within the inventive scope of the present disclosure.
[0068] The claims should not be read as limited to the described order or elements unless stated to that effect. It should be understood that various changes in form and detail may be made by one of ordinary skill in the art without departing from the spirit and scope of the appended claims. All embodiments that come within the spirit and scope of the following claims and equivalents thereto are claimed.

## EXAMPLES

[0295] In order that the invention described herein may be more fully understood, the following examples are set forth. The examples described in this application are offered to illustrate the compounds, pharmaceutical compositions, and methods provided herein and are not to be construed in any way as limiting their scope.

## I. Cereblon Ligands

- Synthetic Routes and Procedures

Compound A1: 2. 3-(7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione


Step A: 4-bromo-5-hydroxy-2-methylbenzoic acid.
[0296] To a solution of 5-hydroxy-2-methylbenzoic acid ( $5.0 \mathrm{~g}, 32.9 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in a mixture of ethanol ( 20 mL ) and acetic acid ( 10 mL ) was added dropwise bromine ( 3.4 mL , $65.7 \mathrm{mmol}, 2.0$ equiv). The reaction mixture was stirred for 10 h at room temperature, quenched with aqueous sodium thiosulfate solution ( 50 mL ), and concentrated. The aqueous layer was extracted with ethyl acetate ( $50 \mathrm{~mL} \times 3$ ). The organic layer was dried over magnesium sulfate, filtered and concentrated under reduced pressure to get crude 4-bromo-5-hydroxy-2methylbenzoic acid ( 7.6 g , yield $100 \%$ ) as a white solid. The crude product was directly used in next step without further purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{8} \mathrm{H}_{7} \mathrm{BrO}_{3}, 229.96 ; \mathrm{m} / \mathrm{z}$ found, $231.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step B: methyl 4-bromo-5-hydroxy-2-methylbenzoate
[0297] Con. $\mathrm{H}_{2} \mathrm{SO}_{4}(12 \mathrm{~mL})$ was added to a suspension of 4-bromo-5-hydroxy-2methylbenzoic acid ( $15 \mathrm{~g}, 65.72 \mathrm{mmol}$ ) in methanol ( 100 mL ). The mixture was refluxed for 16 h . After evaporation, the residue was diluted with water ( 100 mL ) and extracted with EA ( $100 \mathrm{~mL} \times 3$ ). The organic layer was washed with $\mathrm{H}_{2} \mathrm{O}$ ( $100 \mathrm{~mL} \times 2$ ), saturated aqueous NaHCO 3 solution ( $100 \mathrm{~mL} \times 2$ ) and brine ( 100 mL ). The organic layer was dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EA}=4 / 1)$ to afford methyl 4-bromo-5-hydroxy-2-methylbenzoate ( 7.5 g , yield $47 \%$ ) as a colorless solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{9} \mathrm{H}_{9} \mathrm{BrO}_{3}, 243.97$; m/z found, $245.2[\mathrm{M}+\mathrm{H}]^{+} .{ }_{-}{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 7.56(\mathrm{~s}, 1 \mathrm{H})$, 7.36 (s, 1H), 5.52 ( $\mathrm{s}, 1 \mathrm{H}$ ), 3.88 ( $\mathrm{s}, 3 \mathrm{H}$ ), 2.50 ( $\mathrm{s}, 3 \mathrm{H}$ ).

Step C: 1-benzyl-4-(hydroxymethyl)pyridin-1-ium bromide
[0298] To a solution of (pyridin-4-yl)methanol ( $8.9 \mathrm{~g}, 81.6 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in $\mathrm{CH}_{3} \mathrm{CN}$ ( 80 mL ) was added a solution of (bromomethyl)benzene ( $11.705 \mathrm{~mL}, 97.9 \mathrm{mmol}, 1.2 \mathrm{eq}$ ) in $\mathrm{CH}_{3} \mathrm{CN}$ ( 40 mL ). The reaction mixture was refluxed stirred at $90^{\circ} \mathrm{C}$ for 3 h . After evaporation, the residue was slurried with methyl tert-butyl ether, filtered, and dried to afford 1-benzyl-4-(hydroxymethyl)pyridin-1-ium bromide ( 16.33 g , yield $100 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{13} \mathrm{H}_{14} \mathrm{NO}, 200.11 ; \mathrm{m} / \mathrm{z}$ found, 200.3 [M] ${ }^{+}$

Step D: (1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methanol
[0299] To a solution of 1-benzyl-4-(hydroxymethyl)pyridin-1-ium bromide ( $16.3 \mathrm{~g}, 81.4$ $\mathrm{mmol}, 1.0 \mathrm{eq}$ ) in $\mathrm{CH}_{3} \mathrm{OH}(150 \mathrm{~mL})$ was added $\mathrm{NaBH}_{4}(9.3 \mathrm{~g}, 244.2 \mathrm{mmol}, 3.0 \mathrm{eq})$ in portions at $-20^{\circ} \mathrm{C}$. The mixture was stirred at $-20^{\circ} \mathrm{C}$ for 1 h . The reaction was quenched with brine ( 100 mL ) and extracted with EtOAc ( 200 mL x 3). The organic layer was washed with brine ( $100 \mathrm{~mL} x 3$ ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $\left(\mathrm{CH}_{3} \mathrm{OH}\right.$ in DCM , from $0 \%$ to $10 \%$ ) to afford (1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methanol ( 15 g , yield $91 \%$ ) as a red oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{13} \mathrm{H}_{17} \mathrm{NO}, 203.13$; m/z found, $204.4[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 7.24-7.18(\mathrm{~m}, 4 \mathrm{H}), 7.16-7.12(\mathrm{~m}, 1 \mathrm{H}), 5.43(\mathrm{~s}, 1 \mathrm{H}), 4.61(\mathrm{~s}, 1 \mathrm{H})$, $3.71(\mathrm{~s}, 2 \mathrm{H}), 3.42(\mathrm{~s}, 2 \mathrm{H}), 2.76(\mathrm{~s}, 2 \mathrm{H}), 2.39(\mathrm{t}, J=5.6 \mathrm{~Hz}, 2 \mathrm{H}), 1.91(\mathrm{~s}, 2 \mathrm{H})$.

Step E: methyl 5-[(1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methoxy]-4-bromo-2methylbenzoate
[0300] To a solution of methyl 4-bromo-5-hydroxy-2-methylbenzoate ( $200 \mathrm{mg}, 0.82 \mathrm{mmol}$, 1.0 eq ), (1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methanol ( $166 \mathrm{mg}, 0.82 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), and $\mathrm{PPh}_{3}(321 \mathrm{mg}, 1.22 \mathrm{mmol}, 1.5 \mathrm{eq})$ in dry THF ( 10 mL ) was added dropwise DIAD ( 0.25 mL , 1.22 mmol. 1.5 eq ) at $0^{\circ} \mathrm{C}$ under the $\mathrm{N}_{2}$ atmosphere. The solution was stirred for 2 h . After evaporation, the residue was purified by flash column chromatography on silica gel ( $\mathrm{PE} / \mathrm{EA}=$ 2/1 to $1 / 1$ ) to afford methyl 5-[(1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methoxy]-4-bromo-2methylbenzoate ( 300 mg , yield $85 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{24} \mathrm{BrNO}_{3}, 429.09$; m/z found, $431.30[\mathrm{M}+\mathrm{H}]^{+}$.

Step F: methyl 1'-(cyclohexylmethyl)-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate
[0301] Tributyl tin hydride ( $0.5 \mathrm{~mL}, 1.84 \mathrm{mmol}, 4.0$ equiv) was added to a solution of methyl 5-[(1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methoxy]-4-bromo-2-methylbenzoate ( 200 mg , $0.46 \mathrm{mmol}, 1.0 \mathrm{eq})$ and AIBN ( $15 \mathrm{mg}, 0.09 \mathrm{mmol}, 0.2 \mathrm{eq}$ ) in toluene ( 10 mL ). The solution was refluxed in a sealed tube for 6 h . After cooled down to room temperature, The solution was quenched with saturated potassium fluoride solution $(40 \mathrm{~mL})$ and stirred at room temperature for 0.5 h . The mixture was extracted with EA ( $40 \mathrm{~mL} \times 3$ ). The organic layer was washed brine $(40 \mathrm{~mL})$, dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by prep-TLC $(\mathrm{EA} / \mathrm{PE}=1 / 1)$ to afford methyl 1 '-(cyclohexylmethyl)-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6-carboxylate ( 20 mg , yield $43 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{25} \mathrm{NO}_{3}, 351.18$; m/z found, $352.30[\mathrm{M}+\mathrm{H}]^{+}$.
[0302] ${ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 7.37-7.27(\mathrm{~m}, 6 \mathrm{H}), 6.99(\mathrm{~s}, 1 \mathrm{H}), 4.37(\mathrm{~s}, 2 \mathrm{H}), 3.85(\mathrm{~s}$, $3 \mathrm{H}), 3.54(\mathrm{~s}, 2 \mathrm{H}), 2.89(\mathrm{~d}, J=10.2 \mathrm{~Hz}, 2 \mathrm{H}), 2.52(\mathrm{~s}, 3 \mathrm{H}), 2.10-1.95(\mathrm{~m}, 4 \mathrm{H}), 1.70(\mathrm{~d}, J=11.4$ $\mathrm{Hz}, 2 \mathrm{H})$.

Step G: methyl 5-methyl-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylate
[0303] A mixture of methyl 1'-benzyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $1.0 \mathrm{~g}, 2.845 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), acetic acid ( $1 \mathrm{~mL}, 5.7 \mathrm{mmol}, 6.1 \mathrm{eq}$ ), and $10 \% \mathrm{Pd} / \mathrm{C}$ ( 200 mg ) in $\mathrm{MeOH}\left(20 \mathrm{~mL}\right.$ ) was stirred at $50^{\circ} \mathrm{C}$ under $\mathrm{H}_{2}(1 \mathrm{~atm})$ for 3 h . After filtration, the filtrate was concentrated to get methyl 5 -methyl- 2 H -spiro[benzofuran-3,4'-piperidine]-6carboxylate ( 970 mg , yield $100 \%$ ) as a colorless oil, which was directly used in the next step without further purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{15} \mathrm{H}_{19} \mathrm{NO}_{3}, 261.14 ; \mathrm{m} / \mathrm{z}$ found, $262.40(\mathrm{M}+\mathrm{H})^{+}$.

Step H: 1'-(tert-butyl) 6-methyl 5-methyl-2H-spiro[benzofuran-3,4'-piperidine]-1',6dicarboxylate
[0304] To a stirred solution of methyl 5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $970 \mathrm{mg}, 3.7 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and TEA ( $1 \mathrm{~mL}, 7.4 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) in DCM ( 10 mL ) was added dropwise $\mathrm{Boc}_{2} \mathrm{O}(0.8 \mathrm{~mL}, 3.7 \mathrm{mmol}, 2.0 \mathrm{eq})$ at $0^{\circ} \mathrm{C}$. The mixture was stirred at room temperature for 2 h . The reaction mixture was poured into water ( 10 mL ) and extracted with $\mathrm{DCM}\left(30 \mathrm{~mL} \times 2\right.$ ). The organic phase was dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure to afford 1'-(tert-butyl) 6-methyl 5-methyl-2H-spiro[benzofuran-3,4'-piperidine]-1',6-dicarboxylate ( 1.28 g , yield $100 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{27} \mathrm{NO}_{5}, 361.19 ; \mathrm{m} / \mathrm{z}$ found, $306.4[\mathrm{M}+\mathrm{H}-56]^{+}$.

Step I: I'-(tert-butyl) 6-methyl 5-(bromomethyl)-2H-spiro[benzofuran-3,4'-piperidine]-1',6dicarboxylate
[0305] A mixture of methyl 1'-benzyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $220 \mathrm{mg}, 0.609 \mathrm{mmol}, 1 \mathrm{eq}$ ), NBS ( $130 \mathrm{mg}, 0.73 \mathrm{mmol}, 1.2 \mathrm{eq}$ ), and BPO ( 60 mg , $0.243 \mathrm{mmol}, 0.4 \mathrm{eq}$ ) in $\mathrm{CCl}_{4}(10 \mathrm{~mL})$ was refluxed for 4 h . After cooled to room temperature, the mixture was filtered, then the filtration was concentrated and to give 1'-tert-butyl 6-methyl 5-(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-1',6-dicarboxylate ( 100 mg , yield $37 \%$ ) as a light-yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{26} \mathrm{BrNO}_{5}, 439.10 ; \mathrm{m} / \mathrm{z}$ found, $462.20,[\mathrm{M}+\mathrm{Na}]^{+}$.

Step J: tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-6,7-dihydro-2H,5H-spirolfuro[2,3-ffisoindole-3,4'-piperidine]-1'-carboxylate
[0306] DIPEA ( $0.12 \mathrm{~mL}, 0.681 \mathrm{mmol}, 3.0 \mathrm{eq}$ ) was added to 1'-tert-butyl 6-methyl 5-(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-1',6-dicarboxylate (100 mg, 0.227
mmol, 1.0 eq ) and 3-aminopiperidine-2,6-dione hydrochloride ( $56 \mathrm{mg}, 0.341 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in $\mathrm{MeCN}(5 \mathrm{~mL})$ under nitrogen. The resulting suspension was stirred at $80^{\circ} \mathrm{C}$ for 24 h . The reaction mixture was cooled to room temperature and filtered. The solid was washed with MeCN and purified by prep-TLC ( $100 \% \mathrm{EtOAc}$ ) to afford tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-6,7-dihydro-2H,5H-spiro[furo[2,3-f]isoindole-3,4'-piperidine]-1'-carboxylate (50 mg , yield $48 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{24} \mathrm{H}_{29} \mathrm{~N}_{3} \mathrm{O}_{6}, 455.51$; m/z found, $456.50,(\mathrm{M}+\mathrm{H})^{+}$.

Step $\quad$ K: 3-(7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione
[0307] To a solution of tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-2,5,6,7-tetrahydrospiro[furo[2,3-f]isoindole-3,4'-piperidine]-1'-carboxylate ( $50 \mathrm{mg}, 0.11 \mathrm{mmol}, 1.0$ eq) in DCM ( 1 mL ) was added HCl -dioxane solution ( $4 \mathrm{M}, 1 \mathrm{~mL}, 4 \mathrm{mmol}, 36 \mathrm{eq}$ ) and the mixture was stirred for 30 min . After evaporation, the residue was purified by prep-HPLC with YMC-TA C18 ( $5 \mathrm{um}, 20 \times 250 \mathrm{~mm}$ ), and mobile phase of $5-95 \% \mathrm{MeCN}$ in water over 10 min , and then hold at $100 \%$ ACN for 2 min , at a flow rate of $25 \mathrm{~mL} / \mathrm{min}$ to get $3-\{7-\mathrm{oxo}-2,5,6,7-$ tetrahydrospiro[furo[2,3-f]isoindole-3,4'-piperidine]-6-yl\}piperidine-2,6-dione hydrochloride ( 30 mg , yield 70\%) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{21} \mathrm{~N}_{3} \mathrm{O}_{4}, 355.19$; m/z found, $356.20[\mathrm{M}+\mathrm{H}]^{+}$.
[0308] ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta 10.98(\mathrm{~s}, 1 \mathrm{H}), 8.78(\mathrm{~s}, 2 \mathrm{H}), 7.36(\mathrm{~s}, 1 \mathrm{H}), 7.06(\mathrm{~s}, 1 \mathrm{H})$, $5.11-5.06(\mathrm{~m}, 1 \mathrm{H}), 4.58(\mathrm{~s}, 2 \mathrm{H}), 4.38(\mathrm{~d}, J=17.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.25(\mathrm{~d}, J=17.0 \mathrm{~Hz}, 1 \mathrm{H}), 3.30-$ $3.27(\mathrm{~m}, 2 \mathrm{H}), 3.04-2.92(\mathrm{~m}, 2 \mathrm{H}), 2.93-2.84(\mathrm{~m}, 1 \mathrm{H}), 2.62-2.56(\mathrm{~m}, 1 \mathrm{H}), 2.44-2.29(\mathrm{~m}$, 1H), 2.09-1.97(m, 3H), 1.90-1.79 (m, 2H).

Compound A2: 3-\{5-oxo-3,5,6,7-tetrahydrospiro[furo[3,4-f] isoindole-1,4'-piperidine]-6yl\} piperidine-2,6-dione


Step A: 5-bromo-6-iodo-1,3-dihydro-2-benzofuran-1-one
[0309] To a solution of 5-bromo-1,3-dihydro-2-benzofuran-1-one ( $25 \mathrm{~g}, 117.35 \mathrm{mmol}, 1$ eq) in TFA ( 250 mL ) and TfOH ( 25 mL ) was added NIS ( $30.45 \mathrm{~g}, 176 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) at $0^{\circ} \mathrm{C}$ in portions. The mixture was allowed to warm to room temperature and stirred overnight. The
reaction mixture was poured into ice-water ( 500 mL ) and yellow solid precipitated. The mixture was filtered and the filter cake was washed with aqueous $\mathrm{Na}_{2} \mathrm{~S}_{2} \mathrm{O}_{3}$ ( $300 \mathrm{~mL} \times 3$ ). The filter cake was suspend in EA ( 250 mL ) and stirred for 1 h . After filtration, the cake was dried to afford 5-bromo-6-iodo-1,3-dihydro-2-benzofuran-1-one ( 11 g , yield $28 \%$ ) as a white solid. The filtrate was concentrated under reduced pressure to afford 5-bromo-4-iodo-1,3-dihydro-2-benzofuran-1-one ( 6 g , yield $15 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{8} \mathrm{H}_{4} \mathrm{BrIO}_{2}$, $337.84 ; \mathrm{m} / \mathrm{z}$ found, $338.85[\mathrm{M}+\mathrm{H}]^{+}$.
[0310] 5-bromo-6-iodo-1,3-dihydro-2-benzofuran-1-one: ${ }^{1} \mathrm{H}$ NMR (400 MHz, DMSO- $d_{6}$ ) $\delta$ $8.31(\mathrm{~s}, 1 \mathrm{H}), 8.11(\mathrm{~s}, 1 \mathrm{H}), 5.33(\mathrm{~s}, 2 \mathrm{H})$.
[0311] 5-bromo-4-iodo-1,3-dihydro-2-benzofuran-1-one: ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta$ 7.92 (d, $J=8.0 \mathrm{~Hz}, 1 \mathrm{H}), 7.78$ (d, $J=8.0 \mathrm{~Hz}, 1 \mathrm{H}), 5.20(\mathrm{~s}, 2 \mathrm{H})$.

Step B: 5-bromo-6-ethenyl-1,3-dihydro-2-benzofuran-1-one
[0312] To a stirred solution of 5-bromo-6-iodo-1,3-dihydro-2-benzofuran-1-one ( $10 \mathrm{~g}, 29.51$ mmol, 1.0 eq ) and Potassium vinyltrifluoroborate ( $5.93 \mathrm{~g}, 44.26 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in dioxane ( 250 $\mathrm{mL})$ and $\mathrm{H}_{2} \mathrm{O}(50 \mathrm{~mL})$ was added $\mathrm{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}(2.16 \mathrm{~g}, 2.95 \mathrm{mmol}, 0.1 \mathrm{eq})$ and $\mathrm{K}_{2} \mathrm{CO}_{3}(12.23$ $\mathrm{g}, 88.51 \mathrm{mmol}, 3.0 \mathrm{eq})$. The reaction mixture was stirred under $\mathrm{N}_{2}$ at $70^{\circ} \mathrm{C}$ overnight. After cooled to room temperature, the mixture was filtered and extracted with EtOAc ( $150 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 200 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EtOAc}=1 / 1)$ to give 5-bromo-6-ethenyl-1,3-dihydro-2-benzofuran-1-one ( 2.6 g , yield 37\%) as a brown solid. LC-MS (ESI): mass calcd. for $\mathrm{C} 10 \mathrm{H} 7 \mathrm{BrO} 2,237.96$; m/z found, $238.97[\mathrm{M}+\mathrm{H}]^{+}$.

Step C: 6-bromo-3-oxo-1,3-dihydro-2-benzofuran-5-carbaldehyde
[0313] To a stirred mixture of 5-bromo-6-ethenyl-1,3-dihydro-2-benzofuran-1-one ( $2.1 \mathrm{~g}, 8.78$ mmol, 1.0 eq ) in acetone ( 20 mL ) and $\mathrm{H}_{2} \mathrm{O}(10 \mathrm{~mL})$ were added $\mathrm{K}_{2} \mathrm{OsO}_{4} \cdot 2 \mathrm{H}_{2} \mathrm{O}(0.32 \mathrm{~g}, 0.88$ mmol, 0.1 eq ) and NMO ( $2.06 \mathrm{~g}, 17.57 \mathrm{mmol}, 2.0 \mathrm{eq}$ ). The resulting mixture was stirred at room temperature for $1 \mathrm{~h} . \mathrm{NaIO}_{4}(4.51 \mathrm{~g}, 21.08 \mathrm{mmol}, 2.5 \mathrm{eq})$ was added to above mixture and the resulting mixture was stirred at room temperature for 2 h . The reaction mixture was diluted with $\mathrm{H}_{2} \mathrm{O}(50 \mathrm{~mL})$ and extracted with EtOAc ( $50 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( $50 \mathrm{~mL} x$ 3), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EtOAc}=1 / 1)$ to give 6-bromo-3-oxo-1,3-dihydro-2-benzofuran-5-carbaldehyde $(1.1 \mathrm{~g}$, yield $52 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{9} \mathrm{H}_{5} \mathrm{BrO}_{3}, 239.94 ; \mathrm{m} / \mathrm{z}$ found,
$240.95[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 10.28(\mathrm{~s}, 1 \mathrm{H}), 8.19(\mathrm{~s}, 1 \mathrm{H}), 8.16(\mathrm{~s}, 1 \mathrm{H})$, 5.49 ( $\mathrm{s}, 2 \mathrm{H}$ ).

Step D: 5-bromo-6-(hydroxymethyl)-1,3-dihydro-2-benzofuran-1-one
[0314] To a stirred mixture of 6-bromo-3-oxo-1,3-dihydro-2-benzofuran-5-carbaldehyde ( 1 g , $4.15 \mathrm{mmol}, 1.0 \mathrm{eq})$ in THF ( 15 mL ) was added $\mathrm{NaBH}_{4}(0.47 \mathrm{~g}, 12.45 \mathrm{mmol}, 3.0 \mathrm{eq})$. The resulting mixture was stirred at room temperature for 1 h . The reaction mixture was quenched with ice-water ( 50 mL ) and extracted with EtOAc ( 80 mL x 3). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated. The residue was purified by flash column chromatography on silica $\operatorname{gel}(\mathrm{PE} / \mathrm{EtOAc}=1 / 1)$ to give 5 -bromo-6-(hydroxymethyl)-1,3-dihydro-2-benzofuran-1-one ( 700 mg , yield $69 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{9} \mathrm{H}_{7} \mathrm{BrO}_{3}, 241.96 ; \mathrm{m} / \mathrm{z}$ found, $242.97[\mathrm{M}+\mathrm{H}]^{+}$.
Step E: benzyl 4-[6-(hydroxymethyl)-1-oxo-1,3-dihydro-2-benzofuran-5-yl]-1,2,3,6-tetrahydropyridine-1-carboxylate
[0315] To a stirred solution of 5-bromo-6-(hydroxymethyl)-1,3-dihydro-2-benzofuran-1-one $(1.2 \mathrm{~g}, 4.94 \mathrm{mmol}, 1.0 \mathrm{eq})$ and benzyl 4 -(tetramethyl-1,3,2-dioxaborolan-2-yl)-1,2,3,6-tetrahydropyridine-1-carboxylate ( $1.69 \mathrm{~g}, 4.94 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in dioxane ( 20 mL ) and $\mathrm{H}_{2} \mathrm{O}$ (2 mL ) were added $\mathrm{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}(0.36 \mathrm{~g}, 0.49 \mathrm{mmol}, 0.1 \mathrm{eq})$ and $\mathrm{K}_{2} \mathrm{CO}_{3}(2.05 \mathrm{~g}, 14.81 \mathrm{mmol}, 3.0$ eq). The reaction mixture was stirred under nitrogen atmosphere at $90^{\circ} \mathrm{C}$ for 2 h . After cooled to room temperature, the reaction mixture was filtered, and the cake was washed with EA (30 $\mathrm{mL})$. The mixture was diluted with $\mathrm{H}_{2} \mathrm{O}(40 \mathrm{~mL})$ and extracted with EtOAc ( $100 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated. The residue was purified by flash column chromatography on silica gel ( $\mathrm{PE} / \mathrm{EtOAc}=1 / 1$ ) to give benzyl 4-[6-(hydroxymethyl)-1-oxo-1,3-dihydro-2-benzofuran-5-yl]-1,2,3,6-tetrahydropyridine-1-carboxylate ( 1 g , yield $53 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{21} \mathrm{NO}_{5}, 379.14 ; \mathrm{m} / \mathrm{z}$ found, $380.15[\mathrm{M}+\mathrm{H}]^{+}$.

Step F: benzyl 3'-bromo-5-oxo-5,7-dihydro-3H-spiro[benzo[1,2-c:4,5-c'] difuran-1,4'-piperidine]-1'-carboxylate
[0316] To a stirred mixture of benzyl 4-[6-(hydroxymethyl)-1-oxo-1,3-dihydro-2-benzofuran5 -yll-1,2,3,6-tetrahydropyridine-1-carboxylate ( $1 \mathrm{~g}, 2.64 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in $\mathrm{MeCN}(15 \mathrm{~mL}$ ) was added NBS ( $0.7 \mathrm{~g}, 3.95 \mathrm{mmol}, 1.5 \mathrm{eq}$ ). The resulting mixture was stirred at room temperature for 1 h . The reaction mixture was quenched with saturated aqueous $\mathrm{Na}_{2} \mathrm{~S}_{2} \mathrm{O}_{3}$ solution ( 30 mL ) and extracted with EtOAc ( $50 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with $\mathrm{H}_{2} \mathrm{O}$ $(50 \mathrm{~mL})$, dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated. The residue was purified by flash
column chromatography on silica gel $(\mathrm{PE} / \mathrm{EtOAc}=1 / 1)$ to give benzyl 3 '-bromo-5-oxo-5,7-dihydro-3H-spiro[benzo[1,2-c:4,5-c']difuran-1,4'-piperidine]-1'-carboxylate ( 945 mg , yield $78 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{20} \mathrm{BrNO}_{5}, 457.05 ; \mathrm{m} / \mathrm{z}$ found, 458.06 $[\mathrm{M}+\mathrm{H}]^{+}$.

Step G: benzyl 5-oxo-5,7-dihydro-3H-spiro[benzo[1,2-c:4,5-c'] difuran-1,4'-piperidine]-1'carboxylate
[0317] To a stirred mixture of benzyl 3'-bromo-5-oxo-5,7-dihydro-3H-spiro[benzo[1,2-c:4,5c'] difuran-1,4'-piperidine]-1'-carboxylate ( $945 \mathrm{mg}, 2.06 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in toluene ( 20 mL ) were added AIBN ( $0.610 \mathrm{~mL}, 4.12 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) and $\mathrm{n}-\mathrm{Bu}_{3} \mathrm{SnH}(3.0 \mathrm{~g}, 10.31 \mathrm{mmol}, 5.0$ eq). The resulting mixture was stirred at $85^{\circ} \mathrm{Covernight} .\mathrm{After} \mathrm{cooled} \mathrm{to} \mathrm{room} \mathrm{temperature}$, the reaction mixture was quenched with aqueous KF solution ( 50 mL ), stirred for 1 h , and extracted with EtOAc ( $100 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EtOAc}=2 / 1)$ to give benzyl 5 -oxo-5,7-dihydro-3H-spiro[benzo[1,2-c:4,5-c']difuran-1,4'-piperidine]-1'-carboxylate ( 611 mg , yield $78 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C} 22 \mathrm{H} 21 \mathrm{NO} 5,379.14 ; \mathrm{m} / \mathrm{z}$ found, $380.15[\mathrm{M}+\mathrm{H}]^{+}$. ${ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 7.76(\mathrm{~s}, 1 \mathrm{H}), 7.60(\mathrm{~s}, 1 \mathrm{H}), 7.40-7.32(\mathrm{~m}, 5 \mathrm{H}), 5.40(\mathrm{~s}, 2 \mathrm{H})$, 5.12 (s, 2H), 5.09 (s, 2H), 4.07-4.04 (m, 2H), 3.17 (s, 2H), 1.95-1.87 (m, 2H), 1.72-1.68 ( $\mathrm{m}, 2 \mathrm{H}$ ).

Step H: 1'-[(benzyloxy)carbonyl]-6-(hydroxymethyl)-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid
[0318] To a stirred mixture of benzyl 5-oxo-5,7-dihydro-3H-spiro[benzo[1,2-c:4,5-c'] difuran-1,4'-piperidine]-1'-carboxylate ( $650 \mathrm{mg}, 1.71 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in THF ( 5 mL ), MeOH ( 5 mL ) and $\mathrm{H}_{2} \mathrm{O}(5 \mathrm{~mL})$ was added sodium hydroxide ( $342.64 \mathrm{mg}, 8.57 \mathrm{mmol}, 4.0 \mathrm{eq}$ ). The resulting mixture was stirred at room temperature for 2 h . The reaction mixture was adjusted to $\mathrm{pH} 4-5$ with diluted aqueous HCl solution ( 1 N ) and extracted with EtOAc ( $50 \mathrm{~mL} \times 3$ ). The combined organic layers were dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated. The residue was purified by flash column chromatography on silica gel ( $\mathrm{PE} / \mathrm{EtOAc}=1 / 1$ ) to give 1 '-[(benzyloxy)carbonyl]-6-(hydroxymethyl)-3H-spiro[2-benzofuran-1,4'-piperidine]-5carboxylic acid ( 610 mg , yield $89 \%$ ) as a white solid. LC-MS: $398(\mathrm{M}+\mathrm{H})^{+}$. Revised as the following: LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{23} \mathrm{NO}_{6}, 397.15$; m/z found, $398.16[\mathrm{M}+\mathrm{H}]^{+}$.

Step I: I'-[(benzyloxy)carbonyl]-6-formyl-3H-spiro[2-benzofuran-1,4'-piperidine]-5carboxylic acid
[0319] To a stirred solution of 1'-[(benzyloxy)carbonyl]-6-(hydroxymethyl)-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid ( $610 \mathrm{mg}, 1.54 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DCM ( 15 mL ) was add active $\mathrm{MnO}_{2}(1334.36 \mathrm{mg}, 15.35 \mathrm{mmol}, 10 \mathrm{eq})$. The reaction mixture was stirred at room temperature for 2 h . The reaction mixture was filtered and the $\mathrm{MnO}_{2}$ cake was washed with DCM ( 30 mL x3). The combined filtrates were concentrated to afford 1'-[(benzyloxy)carbonyl]-6-formyl-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid ( 600 mg , yield $99 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{21} \mathrm{NO}_{6}, 395.14$; m/z found, $396.14[\mathrm{M}+\mathrm{H}]^{+}$.

Step J: 1'-[(benzyloxy)carbonyl]-6-\{[(2,6-dioxopiperidin-3-yl) amino] methyl\}-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid
[0320] To a stirred solution of 1'-[(benzyloxy)carbonyl]-6-formyl-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid ( $600 \mathrm{mg}, \quad 1.52 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and 3-Amino-2,6piperidinedione hydrochloride ( $374.63 \mathrm{mg}, 2.28 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in $\mathrm{MeOH}(10 \mathrm{~mL})$ was added $\mathrm{NaOAc}(186.64 \mathrm{mg}, 2.28 \mathrm{mmol}, 1.5 \mathrm{eq})$ and the reaction mixture was stirred at room temperature for 40 min . $\mathrm{NaBH}_{3} \mathrm{CN}(286.79 \mathrm{mg}, 4.55 \mathrm{mmol}, 3.0 \mathrm{eq})$ was added to above mixture and the resulting reaction mixture was stirred at room temperature for 2 h . After evaporation, the residue was purified by Prep-TLC ( $\mathrm{DCM} / \mathrm{MeOH}=10 / 1$ ) to obtain 1 '-[(benzyloxy)carbonyl]-6-\{[(2,6-dioxopiperidin-3-yl) amino]methyl\}-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid ( 550 mg , yield $71 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{27} \mathrm{H}_{29} \mathrm{~N}_{3} \mathrm{O}_{7}, 507.20 ; \mathrm{m} / \mathrm{z}$ found, $508.21[\mathrm{M}+\mathrm{H}]^{+}$.

Step K: benzyl 6-(2,6-dioxopiperidin-3-yl)-5-oxo-3,5,6,7-tetrahydrospiro[furo[3,4-f] isoindole-1,4'-piperidineJ-1'-carboxylate
[0321] To a stirred solution of 1'-[(benzyloxy)carbonyl]-6-\{[(2,6-dioxopiperidin-3-yl) amino] methyl\}-3H-spiro[2-benzofuran-1,4'-piperidine]-5-carboxylic acid ( $550 \mathrm{mg}, 1.08 \mathrm{mmol}, 1.0$ eq) in DMF ( 8 mL ) were added HATU ( $494.15 \mathrm{mg}, 1.30 \mathrm{mmol}, 1.2 \mathrm{eq}$ ) and DIEA ( 0.72 mL , $4.34 \mathrm{mmol}, 4.0 \mathrm{eq})$. The reaction mixture was stirred at room temperature for 3 h . After evaporation, the residue was purified by flash column chromatography on silica gel ( $\mathrm{DCM} / \mathrm{MeOH}=10 / 1$ ) to obtain benzyl 6-(2,6-dioxopiperidin-3-yl)-5-oxo-3,5,6,7-tetrahydrospiro[furo[3,4-f]isoindole-1, $4^{\prime}$-piperidine]-1'-carboxylate ( 250 mg , yield $47 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{27} \mathrm{H}_{27} \mathrm{~N}_{3} \mathrm{O}_{6}, 489.19 ; \mathrm{m} / \mathrm{z}$ found, $490.20[\mathrm{M}+\mathrm{H}]^{+}$.

Step $\quad$ : $\quad$ 3-\{5-oxo-3,5,6,7-tetrahydrospiro[furo[3,4-f] isoindole-1,4'-piperidine]-6-yl\} piperidine-2,6-dione
[0322] To a stirred solution of benzyl 6-(2,6-dioxopiperidin-3-yl)-5-oxo-3,5,6,7-tetrahydrospiro[furo[3,4-f] isoindole-1,4'-piperidine]-1'-carboxylate ( $200 \mathrm{mg}, 0.41 \mathrm{mmol}, 1.0$
eq) in TFE ( 8 mL ) was add $10 \% \mathrm{Pd} / \mathrm{C}(100 \mathrm{mg})$ and the reaction mixture was stirred under $\mathrm{H}_{2}$ ( 1 atm ) at $40^{\circ} \mathrm{C}$ overnight. After evaporation, the filtrate was concentrated to afford 3 - $\{5$-oxo-3,5,6,7-tetrahydrospiro[furo[3,4-f] isoindole-1,4'-piperidine]-6-yl\} piperidine-2,6-dione (100 mg , yield $69 \%$ ) as a white solid. _LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{21} \mathrm{~N}_{3} \mathrm{O}_{4}, 355.15 ; \mathrm{m} / \mathrm{z}$ found, $356.16[\mathrm{M}+\mathrm{H}]^{+}$.

## Compound A3: 3-(1'-oxo-1', $3^{\prime}, 7^{\prime}, 8^{\prime}$-tetrahydro-2'H-spiro[piperidine-4,5'-pyrano[3,4-

 f]isoindol]-2'-yl)piperidine-2,6-dione

Step A: 5-bromo-6-ethenyl-1,3-dihydro-2-benzofuran-1-one
[0323] To a solution of 5-bromo-6-iodo-1,3-dihydro-2-benzofuran-1-one ( $8.6 \mathrm{~g}, 25.37 \mathrm{mmol}$, 1.0 eq ) and potassium vinyltrifluoroborate ( $5.10 \mathrm{~g}, 38.06 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in dioxane ( 200 $\mathrm{mL})$ and $\mathrm{H}_{2} \mathrm{O}(40 \mathrm{~mL})$ were added $\mathrm{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}(1.86 \mathrm{~g}, 2.54 \mathrm{mmol}, 0.1 \mathrm{eq})$ and $\mathrm{K}_{2} \mathrm{CO}_{3}$ ( $10.52 \mathrm{~g}, 76.12 \mathrm{mmol}, 3.0 \mathrm{eq}$ ). The reaction mixture was stirred under $\mathrm{N}_{2}$ at $70^{\circ} \mathrm{C}$ overnight. After cooled to room temperature, the mixture was filtered, and the filtrate was extracted with EtOAc ( 150 mL x 3). The combined organic layers were washed with brine ( 200 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EtOAc}=1 / 1)$ to give 5 -bromo-6-ethenyl-1,3-dihydro-2-benzofuran-1-one ( 5.0 g , yield $82 \%$ ) as a brown solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{10} \mathrm{H}_{7} \mathrm{BrO}_{2}, 237.96 ; \mathrm{m} / \mathrm{z}$ found, $238.97[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{DMSO}-d_{6}$ ) $\delta 8.08(\mathrm{~s}$, $1 \mathrm{H}), 8.02$ ( $\mathrm{s}, 1 \mathrm{H}$ ), 7.03 (dd, $J=17.4,11.0 \mathrm{~Hz}, 1 \mathrm{H}), 6.05(\mathrm{~d}, J=17.4 \mathrm{~Hz}, 1 \mathrm{H}), 5.54(\mathrm{~d}, J=11.0$ $\mathrm{Hz}, 1 \mathrm{H}), 5.40(\mathrm{~s}, 2 \mathrm{H})$.

Step B: 5-bromo-6-( 2-hydroxyethyl)-1,3-dihydro-2-benzofuran-1-one
[0324] To a solution of 5-bromo-6-ethenyl-1,3-dihydro-2-benzofuran-1-one ( $5.0 \mathrm{~g}, 20.91$ mmol, 1.0 eq ) in THF ( 50 mL ) at $0^{\circ} \mathrm{C}$ was added $9-\mathrm{BBN}(1 \mathrm{~N}$ in THF) ( $25.2 \mathrm{~mL}, 25.2 \mathrm{mmol}$, 1.2 eq ) and the reaction mixture was stirred at room temperature overnight. A solution of Sodium peroxyborate ( $3.42 \mathrm{~g}, 41.829 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) in water ( 100 mL ) was added to above mixture and the reaction mixture was stirred at room temperature for 2 h . The reaction solution was quenched with diluted HCl solution ( $1 \mathrm{~N}, 100 \mathrm{~mL}$ ), stirred for 1 h , and extracted with ethyl acetate ( $1500 \mathrm{~mL} \times 3$ ). The organic layer was washed with brine ( 100 mL ), dried over
anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel ( $\mathrm{PE} / \mathrm{EA}=1 / 2$ ) to obtain 5-bromo-6( 2-hydroxyethyl)-1,3-dihydro-2-benzofuran-1-one ( 2.4 g , yield $44.6 \%$ ) as a white solid. LCMS (ESI): mass calcd. for $\mathrm{C}_{10} \mathrm{H}_{7} \mathrm{BrO}_{2}, 257.08 ; \mathrm{m} / \mathrm{z}$ found, $239.05[\mathrm{M}-\mathrm{OH}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 7.98(\mathrm{~s}, 1 \mathrm{H}), 7.80(\mathrm{~s}, 1 \mathrm{H}), 5.37(\mathrm{~s}, 2 \mathrm{H}), 4.81(\mathrm{t}, J=5.2 \mathrm{~Hz}, 1 \mathrm{H}), 3.66(\mathrm{dd}$, $J=12.0,6.6 \mathrm{~Hz}, 2 \mathrm{H}), 2.97(\mathrm{t}, J=6.6 \mathrm{~Hz}, 2 \mathrm{H})$.

Step C: benzyl 4-[6-(2-hydroxyethyl)-1-oxo-1,3-dihydro-2-benzofuran-5-yl]-1,2,3,6-tetrahydropyridine-1-carboxylate
[0325] To a solution of 5-bromo-6-(2-hydroxyethyl)-1,3-dihydro-2-benzofuran-1-one ( 2.6 g , 10.11 mmol , $1.0 \quad$ eq) and benzyl 4-(tetramethyl-1,3,2-dioxaborolan-2-yl)-1,2,3,6-tetrahydropyridine-1-carboxylate ( $5.21 \mathrm{~g}, 15.17 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in dioxane ( 50 mL ) and $\mathrm{H}_{2} \mathrm{O}(1$ mL ) were added $\mathrm{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}(1.48 \mathrm{~g}, 2.02 \mathrm{mmol}, 0.2 \mathrm{eq})$ and $\mathrm{K}_{2} \mathrm{CO}_{3}(4.19 \mathrm{~g}, 30.34 \mathrm{mmol}, 3.0$ eq). The reaction mixture was stirred under nitrogen atmosphere at $90^{\circ} \mathrm{C}$ for 2 h . After cooled to room temperature, the reaction mixture was filtered, and the cake was washed with EA (30 $\mathrm{mL})$. The filtrate was diluted with $\mathrm{H}_{2} \mathrm{O}(100 \mathrm{~mL})$ and extracted with EtOAc ( $200 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel ( $\mathrm{PE} / \mathrm{EtOAc}=1 / 1$ ) to give benzyl 4-[6-(2-hydroxyethyl)-1-oxo-1,3-dihydro-2-benzofuran-5-yl]-1,2,3,6-tetrahydropyridine-1-carboxylate $\quad(2.5 \mathrm{~g}$, yield $62.8 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{23} \mathrm{H}_{23} \mathrm{NO}_{5}, 393.44 ; \mathrm{m} / \mathrm{z}$ found, 394.15 $[\mathrm{M}+\mathrm{H}]^{+}$.

Step D: benzyl 3'-bromo-1-oxo-1,3,7,8-tetrahydrospiro[furo[3,4-g]isochromene-5,4'-piperidine]-1'-carboxylate
[0326] To a mixture of benzyl 4-[6-(2-hydroxyethyl)-1-oxo-1,3-dihydro-2-benzofuran-5-yl]-1,2,3,6-tetrahydropyridine-1-carboxylate ( $3.9 \mathrm{~g}, 9.91 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in MeCN ( 30 mL ) was added NBS ( $2.12 \mathrm{~g}, 11.89 \mathrm{mmol}, 1.2 \mathrm{eq}$ ). The resulting mixture was stirred at room temperature for 1 h . The reaction mixture was quenched with saturated aqueous $\mathrm{Na}_{2} \mathrm{~S}_{2} \mathrm{O}_{3}$ solution ( 30 mL ) and extracted with $\mathrm{EtOAc}(50 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with $\mathrm{H}_{2} \mathrm{O}(50 \mathrm{~mL})$, dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EtOAc}=1 / 1)$ to give benzyl 3'-bromo-1-oxo-1,3,7,8-tetrahydrospiro[furo[3,4-g]isochromene-5,4'-piperidine]-1'-carboxylate ( $3.5 \mathrm{~g}, 7.410 \mathrm{mmol}, 74.75 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{23} \mathrm{H}_{22} \mathrm{BrNO}_{5}, 472.34 ; \mathrm{m} / \mathrm{z}$ found, $472.06[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$

NMR (400 MHz, DMSO- $d_{6}$ ) $\delta 7.75(\mathrm{~s}, 1 \mathrm{H}), 7.69(\mathrm{~s}, 1 \mathrm{H}), 7.39-7.33(\mathrm{~m}, 5 \mathrm{H}), 5.44-5.32(\mathrm{~m}$, 2H), 5.18-5.04 (m, 2H), 4.79-4.76(m, 1H), 4.25-4.14 (m, 2H), 4.07 (d, J=13.6 Hz, 1H), $3.85(\mathrm{dt}, J=11.4,5.8 \mathrm{~Hz}, 1 \mathrm{H}), 3.32-3.18(\mathrm{~m}, 2 \mathrm{H}), 3.05(\mathrm{t}, J=6.1 \mathrm{~Hz}, 2 \mathrm{H}), 2.78-2.65(\mathrm{~m}$, $1 \mathrm{H}), 1.61(\mathrm{~d}, J=14.0 \mathrm{~Hz}, 1 \mathrm{H})$.

Step E: benzyl 1-oxo-1,3,7,8-tetrahydrospiro[furo[3,4-g]isochromene-5,4'-piperidine]-1'carboxylate
[0327] To a stirred mixture of benzyl 3'-bromo-1-oxo-1,3,7,8-tetrahydrospiro[furo[3,4g ]isochromene-5,4'-piperidine]-1'-carboxylate ( $3.5 \mathrm{~g}, 7.41 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in toluene ( 80 mL ) were added AIBN ( $2.192 \mathrm{~mL}, 14.82 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) and n-Bu $3{ }_{3} \mathrm{SnH}(9.98 \mathrm{~mL}, 37.05 \mathrm{mmol}$, $5.0 \mathrm{eq})$. The resulting mixture was stirred under $\mathrm{N}_{2}$ at $110^{\circ} \mathrm{C}$ overnight. After cooled to room temperature, the reaction mixture was quenched with aqueous KF solution ( 100 mL ), stirred for 2 h , and extracted with EtOAc ( $100 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (PE/EtOAc $=2 / 1$ ) to give benzyl 1 -oxo-1,3,7,8-tetrahydrospiro[furo[3,4-g]isochromene-5,4'-piperidine]-1'-carboxylate ( 2.3 g , yield $79 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{23} \mathrm{H}_{23} \mathrm{NO}_{5}$, 393.44; m/z found, $394.15[\mathrm{M}+\mathrm{H}]^{+}$.
[0328] ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta 7.64(\mathrm{~s}, 1 \mathrm{H}), 7.62(\mathrm{~s}, 1 \mathrm{H}), 7.40-7.39(\mathrm{~m}, 4 \mathrm{H}), 7.36$ - 7.32 (m, 1H), $5.34(\mathrm{~s}, 2 \mathrm{H}), 5.11(\mathrm{~s}, 2 \mathrm{H}), 3.96(\mathrm{~d}, J=14.2 \mathrm{~Hz}, 2 \mathrm{H}), 3.89(\mathrm{t}, J=5.6 \mathrm{~Hz}, 2 \mathrm{H})$, 3.23-3.10(m, 2H), 2.91 (t, $J=5.4 \mathrm{~Hz}, 2 \mathrm{H}), 1.96-1.79$ (m, 4H).

Step F: 1'-((benzyloxy)carbonyl)-7-(hydroxymethyl)spiro[isochromane-1,4'-piperidine]-6carboxylic acid
[0329] To a mixture of benzyl 1-oxo-1,3,7,8-tetrahydrospiro[furo[3,4-g]isochromene-5,4'-piperidine]-1'-carboxylate ( $2.3 \mathrm{~g}, 5.85 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in THF ( 30 mL ), MeOH ( 30 $\mathrm{mL})$ and $\mathrm{H}_{2} \mathrm{O}(15 \mathrm{~mL})$ was added $\mathrm{NaOH}(1.17 \mathrm{~g} 29.23 \mathrm{mmol}, 5.0 \mathrm{eq})$. The resulting mixture was stirred at room temperature for 2 h . The reaction mixture was adjusted to $\mathrm{pH} 4-5$ with diluted aqueous HCl solution ( 1 N ) and extracted with EtOAc ( 50 mL x 3 ). The combined organic layers were dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (PE/EtOAc $=1 / 1)$ to give 1'-((benzyloxy)carbonyl)-7-(hydroxymethyl)spiro[isochromane-1,4'-piperidine]-6-carboxylic acid ( 2.2 g , yield $91.5 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{23} \mathrm{H}_{25} \mathrm{NO}_{6}, 411.45 ; \mathrm{m} / \mathrm{z}$ found, $412.16[\mathrm{M}+\mathrm{H}]^{+}$.

Step G: 1'-((benzyloxy)carbonyl)-7-formylspiro[isochromane-1,4'-piperidine]-6-carboxylic acid
[0330] To a stirred solution of 1'-((benzyloxy)carbonyl)-7-(hydroxymethyl)spiro[isochromane-1,4'-piperidine]-6-carboxylic acid ( $240 \mathrm{mg}, 0.58 \mathrm{mmol}$, $1.0 \mathrm{eq})$ in $\mathrm{DCM}(15 \mathrm{~mL})$ was add active $\mathrm{MnO}_{2}(506.62 \mathrm{mg}, 5.83 \mathrm{mmol}, 10 \mathrm{eq})$. The reaction mixture was stirred at room temperature for 2 h . The reaction mixture was filtered and the $\mathrm{MnO}_{2}$ cake was washed with $\mathrm{DCM}(30 \mathrm{~mL} \times 3)$. The combined filtrates were concentrated to afford 1'-((benzyloxy)carbonyl)-7-formylspiro[isochromane-1,4'-piperidine]-6-carboxylic acid ( 160 mg , yield $67 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{23} \mathrm{H}_{23} \mathrm{NO}_{6}, 409.44$; $\mathrm{m} / \mathrm{z}$ found, $410.14[\mathrm{M}+\mathrm{H}]^{+}$.

Step $\quad H: \quad$ l'-[(benzyloxy)carbonyl]-7-\{[(2,6-dioxopiperidin-3-yl)amino]methyl $\}$-3,4-dihydrospiro[2-benzopyran-1,4'-piperidine]-6-carboxylic acid
[0331] To a stirred solution of 1'-[(benzyloxy)carbonyl]-7-formyl-3,4-dihydrospiro[2-benzopyran-1,4'-piperidine]-6-carboxylic acid ( $30 \mathrm{mg}, 0.073 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), 3-aminopiperidine-2,6-dione hydrochloride ( $18.71 \mathrm{mg}, 0.146 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) in $\mathrm{MeOH}(10 \mathrm{~mL})$ was added $\mathrm{NaOAc}(8.98 \mathrm{mg}, 0.110 \mathrm{mmol}, 1.0 \mathrm{eq})$ and the reaction mixture was stirred at room temperature for 40 min . Sodium cyanoborohydride ( $4.59 \mathrm{mg}, 0.073 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) was added to above mixture and the resulting reaction mixture was stirred at room temperature for 2 h . After evaporation, the residue was purified by Prep-TLC ( $\mathrm{DCM} / \mathrm{MeOH}=10 / 1$ ) to obtain 1'-[(benzyloxy)carbonyl]-7-\{[(2,6-dioxopiperidin-3-yl)amino]methyl\}-3,4-dihydrospiro[2-benzopyran-1,4'-piperidine]-6-carboxylic acid (18 mg, yield $47.10 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{28} \mathrm{H}_{31} \mathrm{~N}_{3} \mathrm{O}_{7}, 511.20$; m/z found, $512.21[\mathrm{M}+\mathrm{H}]^{+}$.

Step I: benzyl 2'-(2,6-dioxopiperidin-3-yl)-1'-oxo-2', 3', $7^{\prime}, 8^{\prime}$-tetrahydro-1'H-spirolpiperidine-4,5'-pyrano[3,4-f]isoindole]-1-carboxylate
[0332] To a stirred solution of 1'-[(benzyloxy)carbonyl]-7-\{[(2,6-dioxopiperidin-3-yl)amino]methyl\}-3,4-dihydrospiro[2-benzopyran-1,4'-piperidine]-6-carboxylic acid ( 30 mg , $0.058 \mathrm{mmol}, 1.0 \mathrm{eq})$ in DMF ( 3 mL ) were added HATU ( $32.81 \mathrm{mg}, 0.086 \mathrm{mmol}, 1.0$ eq) and DIPEA ( $0.019 \mathrm{~mL}, 0.115 \mathrm{mmol}, 2.0 \mathrm{eq}$ ). The reaction mixture was stirred at room temperature for 3 h . After evaporation, the residue was purified by flash column chromatography on silica gel ( $\mathrm{DCM} / \mathrm{MeOH}=10 / 1$ ) to obtain benzyl 2'-(2,6-dioxopiperidin-3-yl)-1'-oxo-2', 3', 7',8'-tetrahydro-1'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindole]-1carboxylate ( 8 mg , yield $27.62 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{28} \mathrm{H}_{29} \mathrm{~N}_{3} \mathrm{O}_{6}$, $503.19 ; \mathrm{m} / \mathrm{z}$ found, $504.20[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H} \operatorname{NMR}\left(400 \mathrm{MHz}, \mathrm{DMSO}-d_{6}\right) \delta 10.99(\mathrm{~s}, 1 \mathrm{H}), 7.53(\mathrm{~s}$, $1 \mathrm{H}), 7.50(\mathrm{~s}, 1 \mathrm{H}), 7.40-7.39(\mathrm{~m}, 4 \mathrm{H}), 7.36-7.32(\mathrm{~m}, 1 \mathrm{H}), 5.14-5.06(\mathrm{~m}, 3 \mathrm{H}), 4.38(\mathrm{~d}, J=$ $16.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.26(\mathrm{~d}, J=16.8 \mathrm{~Hz}, 1 \mathrm{H}), 3.96(\mathrm{~d}, J=13.6 \mathrm{~Hz}, 2 \mathrm{H}), 3.88(\mathrm{t}, J=5.4 \mathrm{~Hz}, 2 \mathrm{H})$, $3.16(\mathrm{~s}, 2 \mathrm{H}), 2.89(\mathrm{~s}, 3 \mathrm{H}), 2.60-2.56(\mathrm{~m}, 1 \mathrm{H}), 2.48-2.42(\mathrm{~m}, 1 \mathrm{H}), 2.00-1.84(\mathrm{~m}, 5 \mathrm{H})$.

Step J: 3-\{1'-oxo-2', $3^{\prime}, 7^{\prime}, 8^{\prime}$-tetrahydro-1'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindole $]-2^{\prime}$ -yllpiperidine-2,6-dione
[0333] To a stirred solution of benzyl 2'-(2,6-dioxopiperidin-3-yl)-1'-oxo- $2^{\prime}, 3^{\prime}, 7^{\prime}, 8^{\prime}$-tetrahydro-1'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindole]-1-carboxylate ( $300 \mathrm{mg}, 0.596 \mathrm{mmol}, 1.0$ eq) in TFE ( 10 mL ) was add $10 \% \mathrm{Pd} / \mathrm{C}(50 \mathrm{mg})$ and the reaction mixture was stirred under $\mathrm{H}_{2}$ (1 atm) at $40^{\circ} \mathrm{C}$ overnight. After filtration, the filtrate was concentrated to get 3 -\{1'-oxo2',3', $7^{\prime}, 8^{\prime}$ 'tetrahydro- $1^{\prime} \mathrm{H}$-spiro[piperidine-4,5'-pyrano[3,4-f]isoindole]-2'-yl \}piperidine-2,6dione ( 130 mg , yield $59.0 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{4}$, $369.15 ; \mathrm{m} / \mathrm{z}$ found, $370.16[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{DMSO}-d_{6}$ ) $\delta 10.98(\mathrm{~s}, 1 \mathrm{H}), 7.53(\mathrm{~s}$, $1 \mathrm{H}), 7.42(\mathrm{~s}, 1 \mathrm{H}), 5.10-5.06(\mathrm{~m}, 1 \mathrm{H}), 4.45(\mathrm{~d}, J=16.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.32(\mathrm{~d}, J=16.8 \mathrm{~Hz}, 1 \mathrm{H})$, $3.88(\mathrm{~s}, 2 \mathrm{H}), 3.07-2.88(\mathrm{~m}, 6 \mathrm{H}), 2.60-2.56(\mathrm{~m}, 1 \mathrm{H}), 2.48-2.36(\mathrm{~m}, 2 \mathrm{H}), 2.03-1.87(\mathrm{~m}, 5 \mathrm{H})$.

Compound A4: 3-(1'-methyl-7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione

[0334] To a solution of 3-\{7-oxo-2,5,6,7-tetrahydrospiro[furo[2,3-f]isoindole-3,4'-piperidine]-6-yl \}piperidine-2,6-dione ( $50 \mathrm{mg}, 0.141 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DMF ( 1 mL ) were added formaldehyde ( $0.008 \mathrm{~mL}, 0.0423 \mathrm{mmol}, 3.0 \mathrm{eq}$ ) and sodium cyanoborohydride ( 14 mg , $0.211 \mathrm{mmol}, 1.5 \mathrm{eq}$ ). The reaction was stirred at room temperature for 3 h . The reaction mixture was diluted with saturated aqueous $\mathrm{NaHCO}_{3}$ solution $(1 \mathrm{~mL})$ and extracted with DCM $(1 \mathrm{~mL}$ $x$ 3). The organic layer was collected and concentrated to 1 mL of volume. The residue was diluted with EA ( 15 mL ), stirred at room temperature for 2 h , and the solid precipitated. The solid was filtered and purified by prep-HPLC with YMC-TA C18 ( $5 \mathrm{um}, 20 \times 250 \mathrm{~mm}$ ), and mobile phase of $5-95 \% \mathrm{MeCN}(0.1 \% \mathrm{HCOOH})$ in water over 10 min , and then hold at $100 \%$ ACN for 2 min , at a flow rate of $25 \mathrm{~mL} / \mathrm{min}$ to give 3 -\{1'-methyl-7-oxo-2,5,6,7-tetrahydrospiro[furo[2,3-f]isoindole-3,4'-piperidine]-6-yl\}piperidine-2,6-dione formate (10 mg , yield $19 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{4}, 369.17$; m/z found, $370.20,(\mathrm{M}+\mathrm{H})^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 10.97(\mathrm{~s}, 1 \mathrm{H}), 8.14(\mathrm{~s}, 1 \mathrm{H}), 7.43(\mathrm{~s}, 1 \mathrm{H})$, $7.01(\mathrm{~s}, 1 \mathrm{H}), 5.09-5.05(\mathrm{~m}, 1 \mathrm{H}), 4.47(\mathrm{~s}, 2 \mathrm{H}), 4.35(\mathrm{~d}, J=16.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.22(\mathrm{~d}, J=16.8 \mathrm{~Hz}$, $1 \mathrm{H}), 2.92-2.87(\mathrm{~m}, 3 \mathrm{H}), 2.64-2.55(\mathrm{~m}, 1 \mathrm{H}), 2.42-2.37(\mathrm{~m}, 1 \mathrm{H}), 2.29(\mathrm{~s}, 3 \mathrm{H}), 2.15-2.11(\mathrm{~m}$, 1H), 2.03-1.92 (m, 4H), 1.74-1.70 (m, 2H).

## Compound A5: 3-(1'-acetyl-7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione



Step A: methyl 1'-acetyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6-carboxylate
[0335] To a solution of methyl 1'-benzyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $1.3 \mathrm{~g}, 3.7 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in $\mathrm{MeOH}(15 \mathrm{~mL})$ was added acetic anhydride ( 0.9 $\mathrm{mL}, 9.25 \mathrm{mmol}, 2.5 \mathrm{eq})$ and $10 \% \mathrm{Pd} / \mathrm{C}(100 \mathrm{mg})$. The mixture was stirred under $\mathrm{H}_{2}(1 \mathrm{~atm})$ for 3 h . After filtration, the filtrate was concentrated to provide methyl 1'-acetyl-5-methyl-2H-spiro[1-benzofuran-3, $4^{\prime}$-piperidine]-6-carboxylate ( 270 mg , yield $74 \%$ ) as a white solid. LCMS (ESI): mass calcd. for $\mathrm{C}_{17} \mathrm{H}_{21} \mathrm{NO}_{4}, 303.15 ; \mathrm{m} / \mathrm{z}$ found, $304.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step B: methyl 1'-acetyl-5-(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate
[0336] A mixture of methyl 1'-benzyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $50 \mathrm{mg}, 0.142 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), NBS ( $28 \mathrm{mg}, 0.156 \mathrm{mmol}, 1.1 \mathrm{eq}$ ), and BPO ( 7 mg , $0.03 \mathrm{mmol}, 0.3 \mathrm{eq}$ ) in $\mathrm{CCl}_{4}(2 \mathrm{~mL})$ was refluxed for 4 h . After evaporation, the mixture was concentrated and purified by prep-TLC (EA/PE $=1 / 4$ ) to obtain methyl 1'-acetyl-5-(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-6-carboxylate ( 20 mg , yield $28 \%$ ) as a yellow oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{17} \mathrm{H}_{20} \mathrm{BrNO}_{4}, 381.06 ; \mathrm{m} / \mathrm{z}$ found, $382.3[\mathrm{M}+\mathrm{H}]^{+}$.

Step C: 3-\{1'-acetyl-7-oxo-2,5,6,7-tetrahydrospirolfuro[2,3-f]isoindole-3,4'-piperidine]-6-yllpiperidine-2,6-dione
[0337] DIPEA ( $0.13 \mathrm{~mL}, 0.785 \mathrm{mmol}, 3 \mathrm{eq}$ ) was added to a mixture of methyl 1'-acetyl-5-(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-6-carboxylate ( $100 \mathrm{mg}, 0.262 \mathrm{mmol}$, 1.0 eq ) and 3-aminopiperidine-2,6-dione hydrochloride ( $65 \mathrm{mg}, 0.392 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in MeCN ( 5 mL ) under nitrogen. The resulting suspension was stirred at $80^{\circ} \mathrm{C}$ for 24 h . The reaction mixture was cooled to room temperature and filtered. The cake was washed with MeCN and the product was purified by Prep-TLC $(\mathrm{MeCN} / \mathrm{DCM}=1 / 1)$ to afford 3-\{1'-acetyl-7-oxo-2,5,6,7-tetrahydrospiro[furo[2,3-f]isoindole-3,4'-piperidine]-6-yl\}piperidine-2,6-dione (40 mg , yield $38 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{21} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{5}, 397.16 ; \mathrm{m} / \mathrm{z}$ found, $398.4[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 8.39(\mathrm{~s}, 1 \mathrm{H}), 7.27(\mathrm{~s}, 1 \mathrm{H}), 7.14(\mathrm{~s}, 1 \mathrm{H}), 5.24-$ $5.15(\mathrm{~m}, 1 \mathrm{H}), 4.63(\mathrm{~d}, J=13.2 \mathrm{~Hz}, 1 \mathrm{H}), 4.59-4.48(\mathrm{~m}, 2 \mathrm{H}), 4.42-4.38(\mathrm{~m}, 1 \mathrm{H}), 4.27(\mathrm{~d}, J=$
$15.6 \mathrm{~Hz}, 1 \mathrm{H}), 3.95-3.82(\mathrm{~m}, 1 \mathrm{H}), 3.27-3.14(\mathrm{~m}, 1 \mathrm{H}), 2.97-2.64(\mathrm{~m}, 3 \mathrm{H}), 2.43-2.27(\mathrm{~m}, 1 \mathrm{H})$, 2.24-2.11(m, 4H), 1.89-1.82(m, 4H).

Compound A6: 3-(1-methyl-1'-oxo-1', 3', $\mathbf{7}^{\prime}, 8^{\prime}$-tetrahydro-2'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindol]-2'-yl)piperidine-2,6-dione

[0338] A solution of 3 - $\left\{1^{\prime}\right.$-oxo- $2^{\prime}, 3^{\prime}, 7^{\prime}, 8^{\prime}$-tetrahydro- $1^{\prime} \mathrm{H}$-spiro[piperidine-4,5'-pyrano[3,4-flisoindole]-2'-yl \}piperidine-2,6-dione ( $50 \mathrm{mg}, 0.135 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and Formaldehyde ( $37 \%$ in $\mathrm{H}_{2} \mathrm{O}$ ) ( $0.5 \mathrm{~mL}, 10.0 \mathrm{eq}$ ) in DMF ( 2 mL ) was stirred at room temprature for 40 min . $\mathrm{NaBH}(\mathrm{OAc})_{3}(57.10 \mathrm{mg}, 0.271 \mathrm{mmol}, 2.0 \mathrm{eq})$ was added to above mixture and the resulting reaction mixture was stirred at room temperature for 3 h . The residue was purified by PrepHPLC with YMC-Actus Triart 18C ( $5 \mu \mathrm{~m}, 20 \times 250 \mathrm{~mm}$ ), and mobile phase of $5-99 \% \mathrm{ACN}$ in water ( $0.1 \% \mathrm{FA}$ ) over 10 min and then hold at $100 \% \mathrm{ACN}$ for 2 min , at a flow rate of 25 $\mathrm{mL} / \mathrm{min}$ to obtain 3-\{1-methyl-1'-oxo-2', 3',7', 8'-tetrahydro-1'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindole]-2'-yl \}piperidine-2,6-dione ( 2.0 mg , yield 4\%) as a white solid.
[0339] LC-MS (ESI): mass calcd. for $\mathrm{C}_{21} \mathrm{H}_{25} \mathrm{~N}_{3} \mathrm{O}_{4}, 383.20 ; \mathrm{m} / \mathrm{z}$ found, $384.21[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 10.98$ (s, 1H), 7.53 (s, 1H), 7.42 ( $\mathrm{s}, 1 \mathrm{H}$ ), $5.09-5.05(\mathrm{~m}, 1 \mathrm{H})$, $4.45(\mathrm{~d}, J=16.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.32(\mathrm{~d}, J=16.8 \mathrm{~Hz}, 1 \mathrm{H}), 3.88(\mathrm{~s}, 2 \mathrm{H}), 3.07(\mathrm{t}, J=12.2 \mathrm{~Hz}, 3 \mathrm{H})$, $2.95(\mathrm{~d}, J=6.8 \mathrm{~Hz}, 2 \mathrm{H}), 2.90(\mathrm{~s}, 2 \mathrm{H}), 2.74(\mathrm{~s}, 3 \mathrm{H}), 2.60-2.46(\mathrm{~m}, 1 \mathrm{H}), 2.38-2.33(\mathrm{~m}, 2 \mathrm{H})$, 2.03-1.87 (m, 5H).

Compound A7: 3-(1-acetyl-1'-oxo-1',3',7', $\mathbf{8}^{\prime}$-tetrahydro-2'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindol]-2'-yl)piperidine-2,6-dione

[0340] To a stirred solution of benzyl $2^{\prime}$-(2,6-dioxopiperidin-3-yl)-1'-oxo- $2^{\prime}, 3^{\prime}, 7^{\prime}, 8^{\prime}$-tetrahydro-1'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindole]-1-carboxylate ( $50 \mathrm{mg}, 0.099 \mathrm{mmol}, 1.0$
$\mathrm{eq})$ and $\mathrm{Ac}_{2} \mathrm{O}(101.07 \mathrm{mg}, 0.990 \mathrm{mmol}, 10.0 \mathrm{eq})$ in TEA ( 10 mL ) was add $10 \% \mathrm{Pd} / \mathrm{C}(30 \mathrm{mg})$ and the reaction mixture was stirred under $\mathrm{H}_{2}(1 \mathrm{~atm})$ at $40^{\circ} \mathrm{C}$ overnight. After filtration, the filtrate was concentrated and the residue was purified by Prep-HPLC with YMC-Actus Triart $18 \mathrm{C}(5 \mu \mathrm{~m}, 20 \times 250 \mathrm{~mm})$, and mobile phase of $5-99 \% \mathrm{ACN}$ in water ( $0.1 \% \mathrm{FA}$ ) over 10 min and then hold at $100 \%$ ACN for 2 min , at a flow rate of $25 \mathrm{~mL} / \mathrm{min}$ to obtain 3-(1-acetyl-1'-oxo-1',3',7',8'-tetrahydro-2'H-spiro[piperidine-4,5'-pyrano[3,4-f]isoindol]-2'-yl)piperidine2,6 -dione ( 1.5 mg , yield $3.67 \%$ ) as a white solid.
[0341] LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{25} \mathrm{~N}_{3} \mathrm{O}_{5}, 411.46 ; \mathrm{m} / \mathrm{z}$ found, $412.21[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 10.97(\mathrm{~s}, 1 \mathrm{H}), 7.54(\mathrm{~s}, 1 \mathrm{H}), 7.50(\mathrm{~s}, 1 \mathrm{H}), 5.11-5.07(\mathrm{~m}, 1 \mathrm{H})$, $4.37-4.26(\mathrm{~m}, 3 \mathrm{H}), 3.89(\mathrm{t}, J=5.0 \mathrm{~Hz}, 2 \mathrm{H}), 3.72(\mathrm{~d}, J=13.0 \mathrm{~Hz}, 1 \mathrm{H}), 3.34(\mathrm{~s}, 1 \mathrm{H}), 2.91-$ $2.83(\mathrm{~m}, 4 \mathrm{H}), 2.59-2.56(\mathrm{~m}, 1 \mathrm{H}), 2.48-2.42(\mathrm{~m}, 1 \mathrm{H}), 2.05(\mathrm{~s}, 3 \mathrm{H}), 1.99(\mathrm{~d}, J=11.2 \mathrm{~Hz}, 2 \mathrm{H})$, 1.91-1.77 (m, 3H).

## Compound A8: 3-(6'-oxo-6',8'-dihydro-2'H,7'H-spiro[azepane-4,3'-furo[2,3-e]isoindol]-

## 7'-yl)piperidine-2,6-dione



Step A: tert-butyl-5-(((trifluoromethyl)sulfonyl)oxy)-2,3,4,7-tetrahydro-1H-azepine-1carboxylate
[0342] To a solution of tert-butyl 4-oxoazepane-1-carboxylate (5 g, $23.44 \mathrm{mmol}, 1.0$ eq) in THF ( 60 mL ), was added dropwise LiHDMS solution ( 1 N in THF) ( $35.16 \mathrm{~mL}, 35.16$ $\mathrm{mmol}, 1.5 \mathrm{eq}$ ) under nitrogen at $-78^{\circ} \mathrm{C}$. The mixture was stirred at this temperature for 20 min , then a solution of $\operatorname{PhNTf}_{2}(12.56 \mathrm{~g}, 35.16 \mathrm{mmol}, 1.5 \mathrm{eq})$ in THF ( 30 mL ) was added dropwise to above mixture. The resulting mixture was warmed to $0^{\circ} \mathrm{C}$ and stirred for 3 h . The reaction mixture was quenched with saturated aqueous $\mathrm{NH}_{4} \mathrm{Cl}$ solution ( 50 mL ) and extracted with EA ( $100 \mathrm{~mL} x$ 3). The organic layer was washed with brine ( 100 mL ), dried over anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The crude product was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $9 \%$ ) to afford tert-butyl-4-(trifluoromethanesulfonyloxy)-2,3,6,7-tetrahydro-1H-azepine-1carboxylate ( 4.5 g , yield $55 \%$ ) as a light yellow oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{12} \mathrm{H}_{18} \mathrm{~F}_{3} \mathrm{NO}_{5} \mathrm{~S}, 345.18 ; \mathrm{m} / \mathrm{z}$ found, $346.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step B: 1-(tert-butyl) 4-methyl 2,5,6,7-tetrahydro-1H-azepine-1,4-dicarboxylate
[0343] To a mixture of tert-butyl-4-(trifluoromethanesulfonyloxy)-2,3,6,7-tetrahydro-1H-azepine-1-carboxylate ( $4.2 \mathrm{~g}, 12.16 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and $\mathrm{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}(445 \mathrm{mg}, 0.608 \mathrm{mmol}, 0.05$ eq) in $\mathrm{MeOH}(100 \mathrm{~mL})$ was added TEA ( $20 \mathrm{~mL}, 142.3 \mathrm{mmol}, 12 \mathrm{eq}$ ). The mixture was stirred under $\mathrm{CO}(1 \mathrm{~atm})$ at $70^{\circ} \mathrm{C}$ for 16 h . After evaporation, the residue was diluted with water ( 30 mL ) and extracted with EA ( $100 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $40 \%$ ) to give 1-(tert-butyl) 4-methyl 2,5,6,7-tetrahydro-1H-azepine-1,4dicarboxylate ( 2.8 g , yield $89 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{13} \mathrm{H}_{2} \mathrm{NO}_{4}$, 255; m/z found, 256.1 $[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta 6.92-6.91(\mathrm{~m}, 1 \mathrm{H}), 4.02(\mathrm{~s}$, 2 H ), 3.66 ( $\mathrm{s}, 3 \mathrm{H}$ ), 3.46-3.41 (m, 2H), 2.46-2.41 (m, 2H), 1.74 (s, 2H), 1.39 (s, 9H).

Step C: tert-butyl 5-(hydroxymethyl)-2,3,4,7-tetrahydro-1H-azepine-1-carboxylate
[0344] To a solution of 1-tert-butyl 4-methyl 2,3,6,7-tetrahydro-1H-azepine-1,4-dicarboxylate ( $2.8 \mathrm{~g}, 10.98 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in THF ( 100 mL ) was added dropwise DIBAL-H ( 1 N in THF) ( $16.5 \mathrm{~mL}, 16.5 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) under $\mathrm{N}_{2}$. The mixture was stirred under $\mathrm{N}_{2}$ at $-70^{\circ} \mathrm{C}$ for 5 h . The reaction mixture was diluted with THF ( 60 mL ), slowly quenched by addition of $\mathrm{Na}_{2} \mathrm{SO}_{4} \cdot 10 \mathrm{H}_{2} \mathrm{O}$, and stirred for 30 min . After filtration, the filtrate was concentrated under reduced pressure to give tert-butyl 4-(hydroxymethyl)-2,3,6,7-tetrahydro-1H-azepine-1carboxylate ( 2.3 g , yield $90 \%$ ) as a colorless oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{12} \mathrm{H}_{21} \mathrm{NO}_{3}$, $227 ; \mathrm{m} / \mathrm{z}$ found, $228.3[\mathrm{M}+\mathrm{H}]^{+} .{ }_{-}^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{DMSO}-d_{6}$ ) $\delta 5.64(\mathrm{~d}, J=16.0 \mathrm{~Hz}, 1 \mathrm{H})$, $4.78(\mathrm{t}, J=4.0 \mathrm{~Hz}, 1 \mathrm{H}), 3.82(\mathrm{~s}, 2 \mathrm{H}), 3.76(\mathrm{~s}, 2 \mathrm{H}), 3.44(\mathrm{t}, J=5.8 \mathrm{~Hz}, 2 \mathrm{H}), 2.15-2.03(\mathrm{~m}$, $2 \mathrm{H}), 1.66$ ( $\mathrm{s}, 2 \mathrm{H}$ ), 1.39 ( $\mathrm{s}, 9 \mathrm{H}$ ).

Step D: tert-butyl-5-(((5-bromo-1-oxo-1,3-dihydroisobenzofuran-4-yl)oxy)methyl)-2,3,4,7-tetrahydro-1H-azepine-1-carboxylate
[0345] To a solution of tert-butyl-(hydroxymethyl)-2,3,6,7-tetrahydro-1H-azepine-1carboxylate ( $2.3 \mathrm{~g}, 10.13 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), 5-bromo-4-hydroxy-1,3-dihydro-2-benzofuran-1-one ( $2.45 \mathrm{~g}, 10.13 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in THF ( 100 mL ) was added $\mathrm{PPh}_{3}(6.22 \mathrm{~g}, 15.20 \mathrm{mmol}, 1.5$ eq) and the mixture was stirred under $\mathrm{N}_{2}$ at $0^{\circ} \mathrm{C}$ for 10 min . Then DIAD ( $4.80 \mathrm{~g}, 15.20 \mathrm{mmol}$, 1.5 eq ) was dropwise added to above mixture and the resulting solution was stirred under $\mathrm{N}_{2}$ at $30^{\circ}$ for 6 h . The reaction mixture was quenched with $\mathrm{H}_{2} \mathrm{O}(20 \mathrm{~mL})$ and extracted with EtOAc ( $20 \mathrm{~mL} \times 3$ ). The organic layer was washed with brine ( 20 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The crude product was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $40 \%$ ) to givethe tert-butyl-5-(((5-bromo-1-oxo-1,3-dihydroisobenzofuran-4-yl)oxy)methyl)-2,3,4,7-
tetrahydro-1H-azepine-1-carboxylate ( 3.3 g , yield $75 \%$ ) as a colorless oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{12} \mathrm{H}_{21} \mathrm{NO}_{3}, 437$; m/z found, $438.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step E: tert-butyl-6'-oxo-6',8'-dihydro-2'H-spiro[azepane-4,3'-benzo[2,1-b:3,4-c']difuran]-1carboxylate
[0346] To a solution of tert-butyl -4-\{[(5-bromo-1-oxo-1,3-dihydro-2-benzofuran-4-yl)oxy]methyl\}-2,3,6,7-tetrahydro-1H-azepine-1-carboxylate (3.3 g, $7.58 \mathrm{mmol}, 1.0$ eq) in toluene ( 50 mL ) were added tributylstannane ( $10.2 \mathrm{~mL}, 37.9 \mathrm{mmol}, 5.0 \mathrm{eq}$ ) and AIBN ( $0.28 \mathrm{~g}, 1.52 \mathrm{mmol}, 0.2 \mathrm{eq}$ ). The mixture was stirred under $\mathrm{N}_{2}$ at $110^{\circ} \mathrm{C}$ in a sealed tube for 5 h. After cooled to room temperature, the mixture was quenched with aqueous KF solution (100 mL ), stirred for 1 h , and exacted with EA ( $100 \mathrm{~mL} \times 3$ ). The organic layer was dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column cheomatography on silica gel (ethyl acetate in peteroluem ether, from $0 \%$ to $30 \%$ to give tert-butyl 6'-oxo-6',8'-dihydro-2'H-spiro[azepane-4,3'-benzo[2,1-b:3,4-c']difuran]-1-carboxylate ( 2.3 g , yield $74 \%$ ) as a colorless oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{25} \mathrm{NO}_{5}, 359 ; \mathrm{m} / \mathrm{z}$ found, $360.2[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta 7.44-7.39$ (m, 2H), 5.35 ( $\mathrm{s}, 2 \mathrm{H}$ ), $4.54-4.46(\mathrm{~m}, 2 \mathrm{H}), 3.51-3.33(\mathrm{~m}, 4 \mathrm{H}), 1.99-1.67(\mathrm{~m}, 6 \mathrm{H}), 1.43(\mathrm{~s}, 9 \mathrm{H})$.

Step F: 1-(tert-butoxycarbonyl)-7'-(hydroxymethyl)-2'H-spiro[azepane-4,3'-benzofuran]-6'carboxylic acid
[0347] To a solution of tert-butyl 6'-oxo-6',8'-dihydro-2'H-spiro[azepane-4,3'-benzo[2,1-b:3,4$c^{\prime}$ ]difuran]-1-carboxylate ( $1.5 \mathrm{~g}, 4.173 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in THF ( 20 mL ), MeOH ( 20 mL ), and $\mathrm{H}_{2} \mathrm{O}(10 \mathrm{~mL})$ was added $\mathrm{NaOH}(834.6 \mathrm{mg}, 20.867 \mathrm{mmol}, 5.0 \mathrm{eq})$ and the mixture was stirred at $40^{\circ} \mathrm{C}$ for 2 h . After evaporation, the residue was diluted with water ( 30 mL ), acidified to pH $5-6$ with aqueous HCl solution ( 1 N ), and extracted with EA ( $100 \mathrm{~mL} \times 3$ ). The combined organic layers were washed with brine ( 100 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure to give crude 1-[(tert-butoxy)carbonyl]-7'-(hydroxymethyl)-2'Hspiro[azepane-4,3'-[1]benzofuran]-6'-carboxylic acid (1.4 g, yield 89\%) as a yellow solid. The crude product was directly used in next step without further purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{27} \mathrm{NO}_{6}, 377.18 ; \mathrm{m} / \mathrm{z}$ found, $378.1[\mathrm{M}+\mathrm{H}]^{+}$.

Step G: 1-(tert-butoxycarbonyl)-7'-formyl-2'H-spiro[azepane-4,3'-benzofuran]-6'-carboxylic acid
[0348] To a solution of 1-(tert-butoxycarbonyl)-7'-(hydroxymethyl)-2'H-spiro[azepane-4,3'-benzofuran]-6'-carboxylic acid ( $1.4 \mathrm{~g}, 3.71 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DCM ( 50 mL ) was added Manganese dioxide ( $6.45 \mathrm{~g}, 74.184 \mathrm{mmol}, 20.0 \mathrm{eq}$ ). The mixture was stirred at room temperature for 1 h . After filtrated to remove $\mathrm{MnO}_{2}$, the combined filtrates were concentrated
under reduced pressure to give 1-[(tert-butoxy)carbonyl]-7'-formyl-2'H-spiro[azepane-4,3'-[1]benzofuran]-6'-carboxylic acid ( 1.0 g , yield $72 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{25} \mathrm{NO}_{6}, 375.17$; m/z found, $376.1[\mathrm{M}+\mathrm{H}]^{+}$.

Step H: tert-butyl 7'-(2,6-dioxopiperidin-3-yl)-6'-oxo-7',8'-dihydro-2'H,6'H-spiro[azepane-4,3'-furo[2,3-e]isoindole]-1-carboxylate
[0349] To a solution of 1-[(tert-butoxy)carbonyl]-7'-formyl-2'H-spiro[azepane-4,3'-[1]benzofuran]-6'-carboxylic acid ( $900 \mathrm{mg}, 2.397 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and 3-aminopiperidine-2,6dione hydrochloride ( $460.75 \mathrm{mg}, 3.596 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in DMF ( 50 mL ) was added AcOH ( 0.5 $\mathrm{mL}, 8.726 \mathrm{mmol}, 3.64 \mathrm{eq})$ at room temperature. The reaction mixture was stirred at room temperature for 2 h . Sodium cyanoborohydride ( $451.94 \mathrm{mg}, 7.192 \mathrm{mmol}, 3.0 \mathrm{eq}$ ) was added to above mixture and the resulting reaction mixture was stirred at room temperature overnight. The reaction mixture was quenched with water ( 20 mL ) and extracted with EtOAc ( $30 \mathrm{~mL} x$ 3). The organic layer was washed with brine ( 30 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (methanol in dichloromethane, from $0 \%$ to $10 \%$ ) to give tertbutyl $\quad 7^{\prime}$-(2,6-dioxopiperidin-3-yl)-6'-oxo-7',8'-dihydro-2'H,6'H-spiro[azepane-4,3'-furo[2,3-e]isoindole]-1-carboxylate ( 130 mg , yield $12 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{25} \mathrm{H}_{31} \mathrm{~N}_{3} \mathrm{O}_{6}, 469.22 ; \mathrm{m} / \mathrm{z}$ found, 468.1 (M-H).

Step I: 3-(6'-oxo-6',8'-dihydro-2'H,7'H-spiro[azepane-4,3'-furo[2,3-e ]isoindol]-7'-yl)piperidine-2,6-dione
[0350] To a solution of tert-butyl 7'-(2,6-dioxopiperidin-3-yl)-6'-oxo-2', $\mathbf{6}^{\prime}, 7^{\prime}, 8^{\prime}$ -tetrahydrospiro[azepane-4,3'-furo[2,3- e]isoindole]-1-carboxylate ( $110 \mathrm{mg}, 0.234 \mathrm{mmol}, 1.0$ eq) in dioxane ( 3 mL ) was added HCl -dioxane ( 4 N ) ( $1.2 \mathrm{~mL}, 1.171 \mathrm{mmol}, 5.0 \mathrm{eq}$ ) and the mixture was stirred at room temperature for 2 h . After evaporation, the residue was purified by Prep-HPLC with YMC-Actus Triart 18C ( $5 \mu \mathrm{~m}, 20 \times 250 \mathrm{~mm}$ ), and mobile phase of $5-99 \%$ ACN in water $(0.1 \% \mathrm{HCl})$ over 10 min and then hold at $100 \% \mathrm{ACN}$ for 2 min , at a flow rate of $25 \mathrm{~mL} / \mathrm{min}$ to give 3-(6'-oxo-6', 8'-dihydro-2'H,7'H-spiro[azepane-4,3'-furo[2,3-e]isoindol]-7'-yl)piperidine-2,6-dione hydrochloride ( 16.5 mg , yield $19 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{4}, 369.17$; m/z found, $370.2[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO$\left.d_{6}\right) \delta 10.98(\mathrm{~d}, J=6.8 \mathrm{~Hz}, 1 \mathrm{H}), 9.32-8.76(\mathrm{~m}, 2 \mathrm{H}), 7.57-7.43(\mathrm{~m}, 1 \mathrm{H}), 7.34-7.30(\mathrm{~m}, 1 \mathrm{H})$, 5.11-5.07 (m, 1H), 4.36-4.16 (m, 4H), 3.62-3.39 (m, 2H), 3.17-3.08 (m, 1H), 2.97-2.60 (m, 3H), 2.42-2.18(m, 3H), 2.12-2.03-1.76(m, 5H).

## Compound A9: 3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,3'-pyrrolidin]-7-yl)piperidine-2,6-dione hydrochloride



Step A: tert-butyl allyl(2-(chloromethyl)allyl)carbamate
[0351] To a solution of tert-butyl N-(prop-2-en-1-yl)carbamate ( $18.5 \mathrm{~g}, 117.7 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DMF ( 250 mL ) was added NaH ( $60 \%$ suspend in oil) ( $7.1 \mathrm{~g}, 176.5 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) under nitrogen at $0^{\circ} \mathrm{C}$. The reaction mixture was stirred at $0^{\circ} \mathrm{C}$ for 1 h , followed by a solution of 3-chloro-2-(chloromethyl)prop-1-ene ( $22.1 \mathrm{~g}, 176.5 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in DMF ( 50 mL ) was added dropwise. The reaction mixture was stirred at room temperature for 1 h . The reaction mixture was quenched with water ( 40 mL ) and extracted with EtOAc ( $40 \mathrm{~mL} \times 3$ ). The organic layer was washed with brine ( $40 \mathrm{~mL} \times 4$ ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EA}=30 / 1)$ to afford tert-butyl N -[2-(chloromethyl)prop-2-en-1-yl]-N-(prop-2-en-1yl)carbamate ( 11 g , yield $38 \%$ ) as a yellow oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{14} \mathrm{H}_{18} \mathrm{ClN}_{3}$, 245.12; m/z found, $246.1[\mathrm{M}+\mathrm{H}]^{+} .{ }_{.}^{1} \mathrm{H}$ NMR $\left(400 \mathrm{MHz}, \mathrm{CDCl}_{3}\right) \delta 5.82-5.72(\mathrm{~m}, 1 \mathrm{H}), 5.27(\mathrm{~s}$, 1H), 5.16-5.05 (m, 3H), 4.02 (s, 2H), 4.02 (s, 2H), 3.93 ( $\mathrm{s}, 2 \mathrm{H}), 3.81$ ( $\mathrm{s}, 2 \mathrm{H}), 1.46$ (s, 9H).

Step B: tert-butyl 3-(chloromethyl)-2,5-dihydro-1H-pyrrole-1-carboxylate
[0352] To a solution of tert-butyl N -[2-(chloromethyl)prop-2-en-1-yl]-N-(prop-2-en-1yl)carbamate ( $11 \mathrm{~g}, 44.8 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DCM ( 800 mL ) was added Grubbs I catalyst ( 3.6 g , $4.5 \mathrm{mmol}, 0.1 \mathrm{eq}$ ) at room temperature and the mixture was heated to $50^{\circ} \mathrm{C}$ for 6 h . The reation mixture was cooled to room temperature, filtered and the filtrate was concentrated under reduced pressure. The residue was purified by flash column chroatography on silica gel (PE/EA $=20 / 1$ ) to provide tert-butyl 3-(chloromethyl)-2,5-dihydro-1H-pyrrole-1-carboxylate ( 7.1 g , yield 69\%) as a yellow oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{10} \mathrm{H}_{16} \mathrm{ClNO}_{2}, 217.09$; m/z found, $218.1[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 5.80(\mathrm{~d}, J=19.2 \mathrm{~Hz}, 1 \mathrm{H}), 4.23-4.10(\mathrm{~m}, 6 \mathrm{H})$, 1.48 (d, $J=2.6 \mathrm{~Hz}, 9 \mathrm{H}$ ).

Step C: tert-butyl 3-(((5-bromo-1-oxo-1,3-dihydroisobenzofuran-4-yl)oxy)methyl)-2,5-dihydro-1H-pyrrole-1-carboxylate
[0353] To a solution of 5-bromo-4-hydroxy-1,3-dihydro-2-benzofuran-1-one ( $6.5 \mathrm{~g}, 28.4$ mmol, 1.0 eq ) and tert-butyl 3-(chloromethyl)-2,5-dihydro-1H-pyrrole-1-carboxylate ( 6.8 g , $31.2 \mathrm{mmol}, 1.1 \mathrm{eq})$ in $\mathrm{DMF}(120 \mathrm{~mL})$ was added $\mathrm{K}_{2} \mathrm{CO}_{3}(11.8 \mathrm{~g}, 85 \mathrm{mmol}, 3.0 \mathrm{eq})$ at room
temperature. The mixture was stirred at $80^{\circ} \mathrm{C}$ overnight. The reaction mixture was cooled to room temperature and filtered. The filtrate was quenched with water ( 40 mL ) and extracted with EtOAc ( $40 \mathrm{~mL} \times 3$ ). The organic layer was washed with brine ( 40 mL x 4), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (PE/EA $=3 / 1$ ) to afford tert-butyl3-\{[(5-bromo-1-oxo-1,3-dihydro-2-benzofuran-4-yl)oxy]methyl\}-2,5-dihydro-1H-pyrrole-1-carboxylate ( 9.1 g , yield $74 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{20} \mathrm{BrNO}_{5}, 409.05 ; \mathrm{m} / \mathrm{z}$ found, $410.2[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 7.68(\mathrm{dd}, J=8.0,3.8 \mathrm{~Hz}, 1 \mathrm{H}$ ), $7.46(\mathrm{dd}$, $J=8.0,3.2 \mathrm{~Hz}, 1 \mathrm{H}), 5.81(\mathrm{~d}, J=17.6 \mathrm{~Hz}, 1 \mathrm{H}), 5.30(\mathrm{~d}, J=1.6 \mathrm{~Hz}, 1 \mathrm{H}), 4.62(\mathrm{~d}, J=3.2 \mathrm{~Hz}$, $1 \mathrm{H}), 4.24-4.11(\mathrm{~m}, 4 \mathrm{H}), 1.42(\mathrm{~d}, J=2.0 \mathrm{~Hz}, 9 \mathrm{H})$.

Step D: tert-butyl 6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,3'-pyrrolidine]-1'-carboxylate
[0354] To a solution of tert-butyl 3-\{[(5-bromo-1-oxo-1,3-dihydro-2-benzofuran-4yl)oxy]methyl \}-2,5-dihydro-1H-pyrrole-1-carboxylate ( $6.0 \mathrm{~g}, 14.6 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and Tributyltin Hydride ( $17 \mathrm{~g}, 58.5 \mathrm{mmol}, 4.0 \mathrm{eq}$ ) in toluene ( 180 mL ) was added AIBN $(0.48 \mathrm{~g}$, $2.9 \mathrm{mmol}, 0.2 \mathrm{eq}$ ) at room temperature under nitrogen. The reaction vessel was stirred at 105 ${ }^{\circ} \mathrm{C}$ in a sealed tube overnight. After cooled to room temperature, the reaction mixture was diluted with aqueous KF solution ( 200 mL ), and stirred for 1 h , and extracted with EtOAc (100 $\mathrm{mL} x 3$ ). The organic layer was washed with brine ( $40 \mathrm{~mL} x 2$ ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EA}=3 / 1)$ to afford tert-butyl 6 -oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,3'-pyrrolidine]-1'-carboxylate ( 2.4 g , yield $49 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{21} \mathrm{NO}_{5}, 331.14 ; \mathrm{m} / \mathrm{z}$ found, $332.2[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR $\left(400 \mathrm{MHz}, \mathrm{CDCl}_{3}\right) \delta 7.45(\mathrm{~d}, J=7.8 \mathrm{~Hz}, 1 \mathrm{H}), 7.22(\mathrm{~d}, J=7.8 \mathrm{~Hz}, 1 \mathrm{H}), 5.21(\mathrm{~s}, 2 \mathrm{H}), 4.53-4.45$ (m, 2H), 3.71-3.35 (m, 4H), 2.23-2.15 (m, 1H), 2.10-2.01 (m, 1H), 1.43-1.40 (m, 9H). Step E: 1'-(tert-butoxycarbonyl)-7-(hydroxymethyl)-2H-spiro[benzofuran-3,3'-pyrrolidine]-6carboxylic acid
[0355] To a solution of tert-butyl 6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,3'-pyrrolidine]-1'-carboxylate ( $2.8 \mathrm{~g}, 8.5 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in $\mathrm{THF} / \mathrm{MeOH} / \mathrm{H}_{2} \mathrm{O}(36 \mathrm{~mL} / 36 \mathrm{~mL} / 15$ mL ) was added $\mathrm{NaOH}(2 \mathrm{~g}, 50.7 \mathrm{mmol}, 5.9 \mathrm{eq})$ and the mixture was stirred at $40^{\circ} \mathrm{C}$ for 2 h . After evaporation, the resulting residue was diluted with water ( 30 mL ), acidified to $\mathrm{pH} 5-6$ with diluted aqueous HCl solution ( 1 N ), and extracted with EtOAc ( $40 \mathrm{~mL} \times 3$ ). The organic layer was dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure to give 1'-[(tert-butoxy)carbonyl]-7-(hydroxymethyl)-2H-spiro[1-benzofuran-3,3'-pyrrolidine]-

6-carboxylic acid ( 2.8 g , yield $85 \%$ ) as a yellow solid. The crude product was directly used in the next step without further purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{23} \mathrm{NO}_{6}, 349.15$; $\mathrm{m} / \mathrm{z}$ found, $350.2[\mathrm{M}+\mathrm{H}]^{+}$.
Step $\quad$ F: 1'-(tert-butoxycarbonyl)-7-formyl-2H-spiro[benzofuran-3,3'-pyrrolidine]-6carboxylic acid
[0356] To a solution of 1'-[(tert-butoxy)carbonyl]-7-(hydroxymethyl)-2H-spiro[1-benzofuran-3,3'-pyrrolidine]-6-carboxylic acid ( $2.8 \mathrm{~g}, 8.0 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DCM ( 50 mL ) was added Manganese dioxide ( $11.8 \mathrm{~g}, 136.2 \mathrm{mmol}, 17.0 \mathrm{eq}$ ) at room temperature under nitrogen. The reaction was heated to $25^{\circ} \mathrm{C}$ for 2 h . The reaction mixture was filtered and the filtrate was concentrated under reduced pressure. The crude product was purified by flash column chromatography on silica gel ( $\mathrm{DCM} / \mathrm{MeOH}=10 / 1$ ) to provide $1^{\prime}$-[(tert-butoxy)carbonyl]-7-formyl-2H-spiro[1-benzofuran-3,3'-pyrrolidine]-6-carboxylic acid (1.2 g, yield 39\%) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{21} \mathrm{NO}_{6}, 347.14 ; \mathrm{m} / \mathrm{z}$ found, $348.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step G: tert-butyl 7-(2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-spirolfuro[2,3-eJisoindole-3,3'-pyrrolidine]-1'-carboxylate
[0357] To a solution of 1'-[(tert-butoxy)carbonyl]-7-formyl-2H-spiro[1-benzofuran-3,3'-pyrrolidine]-6-carboxylic acid ( $1.2 \mathrm{~g}, 3.5 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and 3-aminopiperidine-2,6-dione hydrochloride ( $0.7 \mathrm{~g}, 5.2 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in DMF ( 25 mL ) was added HOAc ( 1.2 mL ) at room temperature and the reaction mixture was stirred at $25^{\circ} \mathrm{C}$ for $1 \mathrm{~h} . \mathrm{NaBH}(\mathrm{OAc})_{3}(2.2 \mathrm{~g}, 10.3$ mmol, 3.0 eq ) was added to above mixture and the reaction mixture was stirred at $30^{\circ} \mathrm{C}$ overnight. The reaction mixture was quenched with water ( 100 mL ) and concentrated under reduced pressure. The crude product was purified by flash column chromatography on silica gel $(\mathrm{EA} / \mathrm{PE}=2 / 1)$ to provide tert-butyl 7-(2,6-dioxopiperidin-3-yl)-6-oxo-2,6,7,8-tetrahydrospiro[furo[2,3-e]isoindole-3,3'-pyrrolidine]-1'-carboxylate ( 300 mg , yield $19 \%$ ) as a blue solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{23} \mathrm{H}_{27} \mathrm{~N}_{3} \mathrm{O}_{6}, 441.19$; m/z found, $442.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step H: 3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,3'-pyrrolidin]-7-yl)piperidine-2,6-dione
[0358] To a mixture of tert-butyl 7-(2,6-dioxopiperidin-3-yl)-6-oxo-2,6,7,8-tetrahydrospiro[furo[2,3-e]isoindole-3,3'-pyrrolidine]-1'-carboxylate ( $300 \mathrm{mg}, 0.7 \mathrm{mmol}, 1.0$ eq) in DCM ( 10 mL ) was added HCl -dioxane ( 4 N$)(10 \mathrm{~mL})$ and the mixture was stirred at room temperature for 2 h . The mixture was concentrated under reduced pressure to give 3-\{6-oxo-2,6,7,8-tetrahydrospiro[furo[2,3-e]isoindole-3,3'-pyrrolidine]-7-yl\}piperidine-2,6-dione hydrochloride ( 150 mg , yield $65 \%$ ) as a green solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{19} \mathrm{~N}_{3} \mathrm{O}_{4}$, 341.14; m/z found, $342.2[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{DMSO}-d_{6}$ ) $\delta 10.98(\mathrm{~s}, 1 \mathrm{H}), 9.53(\mathrm{~s}$,
$2 \mathrm{H}), 7.60(\mathrm{~d}, J=7.8 \mathrm{~Hz}, 1 \mathrm{H}), 7.37(\mathrm{~d}, J=7.8 \mathrm{~Hz}, 1 \mathrm{H}), 5.14-5.06(\mathrm{~m}, 1 \mathrm{H}), 4.70(\mathrm{dd}, J=9.2$, $6.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.62(\mathrm{dd}, J=9.2,6.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.41(\mathrm{dd}, J=17.2,3.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.25(\mathrm{dd}, J=17.2$, $4.4 \mathrm{~Hz}, 1 \mathrm{H}), 3.56-3.46(\mathrm{~m}, 2 \mathrm{H}), 3.32(\mathrm{~s}, 2 \mathrm{H}), 2.97-2.85(\mathrm{~m}, 1 \mathrm{H}), 2.59(\mathrm{~d}, J=17.8 \mathrm{~Hz}, 1 \mathrm{H})$, 2.47-2.36(m, 1H), 2.29-2.23(m, 2H), 2.04-1.94(m, 1H).

Compound A14. tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-6,7-dihydro-2H,5H-spiro[furo[2,3-f]isoindole-3,4'-piperidine]-1'-carboxylate





Step 1: 4-bromo-5-hydroxy-2-methylbenzoic acid.
[0359] To a solution of 5-hydroxy-2-methylbenzoic acid ( $5.0 \mathrm{~g}, 32.9 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in a mixture of ethanol ( 20 mL ) and acetic acid ( 10 mL ) was added dropwise bromine ( 3.4 mL , $65.7 \mathrm{mmol}, 2.0 \mathrm{eq}$.). The reaction mixture was stirred for 10 h at room temperature, quenched with aqueous sodium thiosulfate solution ( 50 mL ), and concentrated. The aqueous layer was extracted with ethyl acetate ( $50 \mathrm{~mL} \times 3$ ). The organic layer was dried over magnesium sulfate, filtered, and concentrated under reduced pressure to get crude 4-bromo-5-hydroxy-2methylbenzoic acid ( 7.6 g , yield $100 \%$ ) as a white solid. The crude product was directly used in next step without further purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{8} \mathrm{H}_{7} \mathrm{BrO}_{3}, 229.96 ; \mathrm{m} / \mathrm{z}$ found, $231.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step 2: methyl 4-bromo-5-hydroxy-2-methylbenzoate
[0360] Con. $\mathrm{H}_{2} \mathrm{SO}_{4}(12 \mathrm{~mL})$ was added to a suspension of 4-bromo-5-hydroxy-2methylbenzoic acid ( $15 \mathrm{~g}, 65.72 \mathrm{mmol}$ ) in methanol ( 100 mL ). The mixture was refluxed for 16 h . After evaporation, the residue was diluted with water $(100 \mathrm{~mL})$ and extracted with EA ( $100 \mathrm{~mL} \times 3$ ). The organic layer was washed with $\mathrm{H}_{2} \mathrm{O}$ ( $100 \mathrm{~mL} \times 2$ ), saturated aqueous $\mathrm{NaHCO}_{3}$ solution ( $100 \mathrm{~mL} \times 2$ ) and brine ( 100 mL ). The organic layer was dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue purified by flash column chromatography on silica gel $(\mathrm{PE} / \mathrm{EA}=4 / 1)$ to afford methyl 4-bromo-5-hydroxy-2-methylbenzoate ( 7.5 g , yield $47 \%$ ) as a colorless solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{9} \mathrm{H}_{9} \mathrm{BrO}_{3}, 243.97$; m/z found, $245.2[\mathrm{M}+\mathrm{H}]^{+}$.
[0361] ${ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{CDCl}_{3}\right) \delta 7.56(\mathrm{~s}, 1 \mathrm{H}), 7.36(\mathrm{~s}, 1 \mathrm{H}), 5.52(\mathrm{~s}, 1 \mathrm{H}), 3.88(\mathrm{~s}, 3 \mathrm{H}), 2.50$ ( $\mathrm{s}, 3 \mathrm{H}$ ).
Step 3: 1-benzyl-4-(hydroxymethyl)pyridin-1-ium bromide
[0362] To a solution of (pyridin-4-yl)methanol ( $8.9 \mathrm{~g}, 81.6 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in $\mathrm{CH}_{3} \mathrm{CN}(80 \mathrm{~mL})$ was added a solution of (bromomethyl)benzene ( $11.705 \mathrm{~mL}, 97.9 \mathrm{mmol}, 1.2 \mathrm{eq}$ ) in $\mathrm{CH}_{3} \mathrm{CN}$ ( 40 mL ). The reaction mixture was refluxed stirred at $90^{\circ} \mathrm{C}$ for 3 h . After evaporation, the residue was washed with methyl tert-butyl ether, filtered, and dried to afford 1-benzyl-4-(hydroxymethyl)pyridin-1-ium bromide ( 16.33 g , yield $100 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{13} \mathrm{H}_{14} \mathrm{NO}, 200.11 ; \mathrm{m} / \mathrm{z}$ found, $200.3[\mathrm{M}]^{+}$.

Step 4: (1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methanol
[0363] To a solution of 1-benzyl-4-(hydroxymethyl)pyridin-1-ium bromide ( $16.3 \mathrm{~g}, 81.4$ $\mathrm{mmol}, 1.0 \mathrm{eq})$ in $\mathrm{CH}_{3} \mathrm{OH}(150 \mathrm{~mL})$ was added $\mathrm{NaBH}_{4}(9.3 \mathrm{~g}, 244.2 \mathrm{mmol}, 3.0 \mathrm{eq})$ in portions at $-20^{\circ} \mathrm{C}$. The mixture was stirred at $-20^{\circ} \mathrm{C}$ for 1 h . The reaction was quenched with brine ( 100 mL ) and extracted with EtOAc ( 200 mL x 3). The organic layer was washed with brine ( $100 \mathrm{~mL} \times 3$ ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel $\left(\mathrm{CH}_{3} \mathrm{OH}\right.$ in DCM , from $0 \%$ to $10 \%$ ) to afford (1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methanol ( 15 g , yield $91 \%$ ) as a red oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{13} \mathrm{H}_{17} \mathrm{NO}, 203.13$; m/z found, $204.4[\mathrm{M}+\mathrm{H}]^{+}$.
[0364] ${ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 7.24-7.18(\mathrm{~m}, 4 \mathrm{H}), 7.16-7.12(\mathrm{~m}, 1 \mathrm{H}), 5.43(\mathrm{~s}$, $1 \mathrm{H}), 4.61(\mathrm{~s}, 1 \mathrm{H}), 3.71(\mathrm{~s}, 2 \mathrm{H}), 3.42(\mathrm{~s}, 2 \mathrm{H}), 2.76(\mathrm{~s}, 2 \mathrm{H}), 2.39(\mathrm{t}, J=5.6 \mathrm{~Hz}, 2 \mathrm{H}), 1.91(\mathrm{~s}, 2 \mathrm{H})$.
Step 5: methyl 5-[(1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methoxy]-4-bromo-2methylbenzoate
[0365] To a solution of methyl 4-bromo-5-hydroxy-2-methylbenzoate ( $200 \mathrm{mg}, 0.82 \mathrm{mmol}$, 1.0 eq ), (1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methanol ( $166 \mathrm{mg}, 0.82 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), and $\mathrm{PPh}_{3}(321 \mathrm{mg}, 1.22 \mathrm{mmol}, 1.5 \mathrm{eq})$ in dry THF ( 10 mL ) was added dropwise DIAD ( 0.25 mL ,
1.22 mmol .1 .5 eq ) at $0^{\circ} \mathrm{C}$ under the $\mathrm{N}_{2}$ atmosphere. The solution was stirred for 2 h . After evaporation, the residue was purified by flash column chromatography on silica gel ( $\mathrm{PE} / \mathrm{EA}=$ 2/1 to $1 / 1$ ) to afford methyl 5-[(1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methoxy]-4-bromo-2methylbenzoate ( 300 mg , yield $85 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{24} \mathrm{BrNO}_{3}, 429.09 ; \mathrm{m} / \mathrm{z}$ found, $431.30[\mathrm{M}+\mathrm{H}]^{+}$.

Step 6: methyl 1'-(cyclohexylmethyl)-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate
[0366] Tributyl tin hydride ( $0.5 \mathrm{~mL}, 1.84 \mathrm{mmol}, 4.0$ equiv) was added to a solution of methyl 5-[(1-benzyl-1,2,3,6-tetrahydropyridin-4-yl)methoxy]-4-bromo-2-methylbenzoate ( 200 mg , $0.46 \mathrm{mmol}, 1.0 \mathrm{eq})$ and AIBN ( $15 \mathrm{mg}, 0.09 \mathrm{mmol}, 0.2 \mathrm{eq}$ ) in toluene ( 10 mL ). The solution was refluxed in a sealed tube for 6 h . After cooled down to room temperature, The solution was quenched with saturated potassium fluoride solution ( 40 mL ) and stirred at room temperature for 0.5 h . The mixture was extracted with EA ( $40 \mathrm{~mL} x 3$ ). The organic layer was washed brine ( 40 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by prep-TLC $(\mathrm{EA} / \mathrm{PE}=1 / 1)$ to afford methyl 1 '-(cyclohexylmethyl)-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6-carboxylate ( 20 mg , yield 43\%) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{25} \mathrm{NO}_{3}, 351.18 ; \mathrm{m} / \mathrm{z}$ found, $352.30[\mathrm{M}+\mathrm{H}]^{+}$.
[0367] ${ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 7.37-7.27(\mathrm{~m}, 6 \mathrm{H}), 6.99(\mathrm{~s}, 1 \mathrm{H}), 4.37(\mathrm{~s}, 2 \mathrm{H}), 3.85(\mathrm{~s}$, 3H), 3.54 ( $\mathrm{s}, 2 \mathrm{H}$ ), 2.89 (d, $J=10.2 \mathrm{~Hz}, 2 \mathrm{H}$ ), 2.52 ( $\mathrm{s}, 3 \mathrm{H}), 2.10-1.95$ ( $\mathrm{m}, 4 \mathrm{H}$ ), 1.70 (d, $J=11.4$ $\mathrm{Hz}, 2 \mathrm{H})$.

Step 7: methyl 5-methyl-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylate
[0368] A mixture of methyl 1'-benzyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $1.0 \mathrm{~g}, 2.845 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), acetic acid ( $1 \mathrm{~mL}, 5.7 \mathrm{mmol}, 6.1 \mathrm{eq}$ ), and $10 \% \mathrm{Pd} / \mathrm{C}$ ( 200 mg ) in $\mathrm{MeOH}\left(20 \mathrm{~mL}\right.$ ) was stirred at $50^{\circ} \mathrm{C}$ under $\mathrm{H}_{2}$ ( 1 atm ) for 3 h . After filtration, the filtrate was concentrated to get methyl 5 -methyl- 2 H -spiro[benzofuran-3,4'-piperidine]-6carboxylate ( 970 mg , yield $100 \%$ ) as a colorless oil, which was directly used in the next step without further purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{15} \mathrm{H}_{19} \mathrm{NO}_{3}, 261.14 ; \mathrm{m} / \mathrm{z}$ found, $262.40(\mathrm{M}+\mathrm{H})^{+}$.

Step 8: 1'-(tert-butyl) 6-methyl 5-methyl-2H-spiro[benzofuran-3,4'-piperidine]-1',6dicarboxylate
[0369] To a stirred solution of methyl 5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $970 \mathrm{mg}, 3.7 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) and TEA ( $1 \mathrm{~mL}, 7.4 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) in DCM ( 10 mL ) was added dropwise $\mathrm{Boc}_{2} \mathrm{O}(0.8 \mathrm{~mL}, 3.7 \mathrm{mmol}, 2.0 \mathrm{eq})$ at $0^{\circ} \mathrm{C}$. The mixture was stirred at room temperature for 2 h . The reaction mixture was poured into water ( 10 mL ) and extracted
with $\mathrm{DCM}(30 \mathrm{~mL} \times 2)$. The organic phase was dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure to afford 1'-(tert-butyl) 6-methyl 5 -methyl-2H-spiro[benzofuran-3,4'-piperidine]-1',6-dicarboxylate ( 1.28 g , yield $100 \%$ ) as a white soild. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{27} \mathrm{NO}_{5}, 361.19 ; \mathrm{m} / \mathrm{z}$ found, $306.4[\mathrm{M}+\mathrm{H}-56]^{+}$.

Step 9: 1'-(tert-butyl) 6-methyl 5-(bromomethyl)-2H-spiro[benzofuran-3,4'-piperidine]-1',6dicarboxylate
[0370] A mixture of methyl 1'-benzyl-5-methyl-2H-spiro[1-benzofuran-3,4'-piperidine]-6carboxylate ( $220 \mathrm{mg}, 0.609 \mathrm{mmol}, 1 \mathrm{eq}$ ), NBS ( $130 \mathrm{mg}, 0.73 \mathrm{mmol}, 1.2 \mathrm{eq}$ ), and BPO ( 60 mg , $0.243 \mathrm{mmol}, 0.4 \mathrm{eq})$ in $\mathrm{CCl}_{4}(10 \mathrm{~mL})$ was refluxed for 4 h . After cooled to room temperature, the mixture was filtered, then the filtration was concentrated and to give 1'-tert-butyl 6-methyl 5-(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-1',6-dicarboxylate ( 100 mg , yield $37 \%$ ) as a light-yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{26} \mathrm{BrNO}_{5}, 439.10 ; \mathrm{m} / \mathrm{z}$ found, 462.20, [M+Na] ${ }^{+}$.

Step 10: tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-6,7-dihydro-2H,5H-spirolfuro[2,3-ffisoindole-3,4'-piperidine J-1'-carboxylate
[0371] DIPEA ( $0.12 \mathrm{~mL}, 0.681 \mathrm{mmol}, 3.0 \mathrm{eq}$ ) was added to 1 '-tert-butyl 6-methyl 5 -(bromomethyl)-2H-spiro[1-benzofuran-3,4'-piperidine]-1',6-dicarboxylate ( $100 \mathrm{mg}, \quad 0.227$ $\mathrm{mmol}, 1.0 \mathrm{eq}$ ) and 3-aminopiperidine-2,6-dione hydrochloride ( $56 \mathrm{mg}, 0.341 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) in $\mathrm{MeCN}(5 \mathrm{~mL})$ under nitrogen. The resulting suspension was stirred at $80^{\circ} \mathrm{C}$ for 24 h . The reaction mixture was cooled to room temperature and filtered. The solid was washed with MeCN and purified by prep-TLC ( $100 \% \mathrm{EtOAc}$ ) to afford tert-butyl 6-(2,6-dioxopiperidin-3-yl)-7-oxo-6,7-dihydro-2H,5H-spiro[furo[2,3-f]isoindole-3,4'-piperidine]-1'-carboxylate mg , yield $48 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{24} \mathrm{H}_{29} \mathrm{~N}_{3} \mathrm{O}_{6}, 455.51 ; \mathrm{m} / \mathrm{z}$ found, $456.50,(\mathrm{M}+\mathrm{H})^{+}$.

Compound A15. (S)-3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione


Step 1: Synthesis of tert-butyl 3-hydroxy-4-methylene-piperidine-1-carboxylate

[0372] The suspension of $\mathrm{SeO}_{2}(61.8 \mathrm{~g}, 558 \mathrm{mmol}, 0.55 \mathrm{eq})$ in $\mathrm{DCM}(3000 \mathrm{~mL})$ was cooled to $-10^{\circ} \mathrm{C}$, before 2-hydroperoxy-2-methyl-propane in $\mathrm{H}_{2} \mathrm{O}(274 \mathrm{~g}, 291 \mathrm{~mL}, 2.10 \mathrm{eq}, 70 \%$ purity $)$ was added dropwise, and the resulting mixture was stirred for 30 min at $-10^{\circ} \mathrm{C}$. The reaction mixture was further cooled to - $30^{\circ} \mathrm{C}$, before a solution of compound $\mathbf{5 - 1}(200 \mathrm{~g}, 1.01 \mathrm{~mol}, 1$ eq) in DCM ( 1000 mL ) was added dropwise, and the resulting mixture was stirred for another 1 hr at $-30^{\circ} \mathrm{C}$. The reaction mixture was warmed to $20^{\circ} \mathrm{C}$, and stirred for further 18 hrs , before the mixture was cooled to $0{ }^{\circ} \mathrm{C}$, and was added ice chips and water ( 1.0 L ). The resulting mixture was stirred at $0^{\circ} \mathrm{C}$ for 30 min . The organic phase was separated, and the aqueous phase was extracted with DCM ( 500 mL ), before the combined organic phase was added $10 \% \mathrm{w} / \mathrm{v}$ $\mathrm{NaHSO}_{3}$ solution ( 1000 mL ) portion-wise at $0{ }^{\circ} \mathrm{C}$, during which period the temperature was maintained below $10^{\circ} \mathrm{C}$, and the mixture was stirred for further 5 min after the addition. The organic phase was separated, and the aqueous phase was extracted with DCM ( 500 mL ). The combined organic phase was washed with brine ( 1000 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated in vacuo. The crude product was purified by silica gel column chromatography (Petroleum ether/Ethyl acetate $=100 / 1$ to $1 / 1$ ). Compound 5-3 ( 370 g ) was obtained as a white solid and the typical yield was $34.2 \% .{ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{DMSO}-\mathrm{d}_{6}\right) \delta=$ 5.22 (br d, $J=3.9 \mathrm{~Hz}, 1 \mathrm{H}), 4.98(\mathrm{~s}, 1 \mathrm{H}), 4.79(\mathrm{~s}, 1 \mathrm{H}), 3.93-3.76(\mathrm{~m}, 2 \mathrm{H}), 3.71(\mathrm{td}, J=4.3$, $12.6 \mathrm{~Hz}, 1 \mathrm{H}), 2.92-2.77(\mathrm{~m}, 1 \mathrm{H}), 2.76-2.53(\mathrm{~m}, 1 \mathrm{H}), 2.30(\mathrm{td}, J=3.5,13.4 \mathrm{~Hz}, 1 \mathrm{H}), 2.10-$ 1.95 (m, 1H), 1.40 (s, 9H).

Step 2: Synthesis of tert-butyl 4-(chloromethyl)-3,6-dihydro-2H-pyridine-1-carboxylate

[0373] To the solution of Compound $\mathbf{5 - 3}$ ( $100 \mathrm{~g}, 469 \mathrm{mmol}, 1.00 \mathrm{eq}$ ) in toluene ( 2000 mL ) was add 2,6-dimethylpyridine ( $55.2 \mathrm{~g}, 60.0 \mathrm{~mL}, 516 \mathrm{mmol}, 1.10 \mathrm{eq}$ ) at $15^{\circ} \mathrm{C}$. The mixture was cooled to $0^{\circ} \mathrm{C}$, before $\mathrm{SOCl}_{2}(66.9 \mathrm{~g}, 40.8 \mathrm{~mL}, 563 \mathrm{mmol}, 1.20 \mathrm{eq})$ was added dropwise to the mixture under $\mathrm{N}_{2}$ atmosphere, during which period the temperature was maintained below 10 ${ }^{\circ} \mathrm{C}$. The mixture was stirred at $110^{\circ} \mathrm{C}$ for 3 hrs , before cooled to $20^{\circ} \mathrm{C}$. Brine ( 2 x 600 mL ) was added and the resulting mixture was stirred at $20^{\circ} \mathrm{C}$ for 30 min . The organic phase was separated, before saturated $\mathrm{NaHCO}_{3}$ solution ( 600 mL ) was added portion-wise at $15^{\circ} \mathrm{C}$. The organic phase was separated, washed with brine ( 1000 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated in vacuo. Compound $5(200 \mathrm{~g})$ was obtained as a red oil and the
typical yield was $49.0 \% .{ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{CDCl}_{3}-\mathrm{d}\right) \delta=5.72(\mathrm{br} \mathrm{s}, 1 \mathrm{H}), 3.98(\mathrm{~s}, 2 \mathrm{H}), 3.88$ (br s, 2H), 3.49 (br t, $J=5.6 \mathrm{~Hz}, 2 \mathrm{H}$ ), 2.17 (br s, 2H), 1.43 ( $\mathrm{s}, 9 \mathrm{H}$ ).

Step 3: Synthesis of methyl 4-bromo-2-formyl-3-hydroxybenzoate

[0374] The solution of Compound $1(200 \mathrm{~g}, 865 \mathrm{mmol}, 1.00 \mathrm{eq})$ in TFA ( 2.0 L ) was added HMTA ( $485 \mathrm{~g}, 3.46 \mathrm{~mol}, 4.00 \mathrm{eq}$ ) at $20^{\circ} \mathrm{C}$, before the resulting mixture was stirred at $125^{\circ} \mathrm{C}$ for 12 hrs . The mixture was cooled to $20^{\circ} \mathrm{C}$, quenched with 2 N HCl solution ( 5 V ), and yellow precipitate was observed. The mixture was stirred for 10 min , before additional $\mathrm{H}_{2} \mathrm{O}(5 \mathrm{~V})$ was added, and the reaction mixture was stirred for further 1 hr . The mixture was filtered, and the filter cake was dissolved in DCM ( 2.0 L ), filtered over celite, dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated in vacuo. Compound $2(144 \mathrm{~g})$ was obtained as a gray solid, and the typical yield was $64.2 \% .^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{DMSO}-\mathrm{d}_{6}\right) \delta=12.06(\mathrm{br} \mathrm{s}, 1 \mathrm{H}), 10.38(\mathrm{~s}, 1 \mathrm{H}), 8.00(\mathrm{~d}$, $J=8.2 \mathrm{~Hz}, 1 \mathrm{H}), 7.30(\mathrm{~d}, J=8.2 \mathrm{~Hz}, 1 \mathrm{H}), 3.87(\mathrm{~s}, 3 \mathrm{H})$.

Step 4: Synthesis of (S)-tert-butyl 5-amino-4-(5-bromo-4-hydroxy-1-oxoisoindolin-2-yl)-5oxopentanoate

[0375] To the suspension of compound $\mathbf{8}(17.3 \mathrm{~g}, 72.4 \mathrm{mmol}, 1.05 \mathrm{eq}, \mathrm{HCl}$ salt) in MeOH ( 300 mL ) was added DIPEA ( $9.37 \mathrm{~g}, 72.4 \mathrm{mmol}, 12.6 \mathrm{~mL}, 1.05 \mathrm{eq}$ ), compound $\mathbf{2}$, ( $17.8 \mathrm{~g}, 69.0$ mmol, 1.00 eq ) and $\mathrm{AcOH}(6.22 \mathrm{~g}, 103 \mathrm{mmol}, 5.92 \mathrm{~mL}, 1.50 \mathrm{eq})$ at $20^{\circ} \mathrm{C}$ and stirred for 1.5 hrs, before $\mathrm{NaBH}_{3} \mathrm{CN}(8.67 \mathrm{~g}, 138 \mathrm{mmol}, 2.00 \mathrm{eq})$ was added portion-wise at $20^{\circ} \mathrm{C}$, and the resulting mixture was stirred at $20^{\circ} \mathrm{C}$ for 3 hrs . The mixture was quenched by $\mathrm{H}_{2} \mathrm{O}(200 \mathrm{~mL})$
at $20^{\circ} \mathrm{C}$ and concentrated under reduced pressure. The solvent residue was then extracted with EtOAc ( $3 \times 150 \mathrm{~mL}$ ), and the combined organic layer was washed with brine ( $2 \times 200 \mathrm{~mL}$ ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated in vacuo. The crude product was purified by silica gel column chromatography (Petroleum ether/Ethyl acetate $=1 / 1$ to $100 \%$ Ethyl acetate). Compound $4(23.0 \mathrm{~g})$ was obtained as a yellow solid and the typical yield was 78.4\%. ${ }^{1}$ HNMR ( 400 MHz, DMSO-d6) $\delta=10.44$ (s, 1H), 7.67-7.55 (m, 2H), $7.20(\mathrm{~s}, 1 \mathrm{H})$, $7.11(\mathrm{~d}, J=7.9 \mathrm{~Hz}, 1 \mathrm{H}), 4.76-4.67(\mathrm{~m}, 1 \mathrm{H}), 4.58(\mathrm{~d}, J=17.9 \mathrm{~Hz}, 1 \mathrm{H}), 4.39(\mathrm{~d}, J=17.9 \mathrm{~Hz}$, $1 \mathrm{H}), 2.23-2.07(\mathrm{~m}, 3 \mathrm{H}), 2.03-1.91(\mathrm{~m}, 1 \mathrm{H}), 1.32(\mathrm{~s}, 9 \mathrm{H})$.
Step 5: Synthesis of (S)-tert-butyl 4-(((2-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-bromo-1-oxoisoindolin-4-yl)oxy)methyl)-5,6-dihydropyridine-1(2H)-carboxylate

[0376] To the solution of compound $4(150 \mathrm{~g}, 363 \mathrm{mmol}, 1.00 \mathrm{eq})$ in $\mathrm{MeCN}(2000 \mathrm{~mL})$ was added $\mathrm{K}_{2} \mathrm{CO}_{3}(150.49 \mathrm{~g}, 1.09 \mathrm{mmol}, 3.00 \mathrm{eq}), \mathrm{NaI}(5.44 \mathrm{~g}, 0.36 \mathrm{mmol}, 0.10 \mathrm{eq})$ and compound $5\left(136 \mathrm{~g}, 472 \mathrm{mmol}, 1.30 \mathrm{eq}, 80 \%\right.$ purity) at $20^{\circ} \mathrm{C}$. The reaction mixture was stirred at $60^{\circ} \mathrm{C}$ for 12 hrs , before being cooled to $20^{\circ} \mathrm{C}$ again. The resulting mixture was filtered, and filter cake was washed with DCM ( $2 \times 500 \mathrm{~mL}$ ). The filtrate was concentrated in vacuo, and the crude product was purified by silica gel column chromatography (Petroleum ether/Ethyl acetate $=100 / 1$ to $1 / 1)$. Compound $6(337 \mathrm{~g})$ was obtained as a red solid, and the typical yield was $72.4 \% .{ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{CDCl}_{3}\right.$-d) $\delta=7.67(\mathrm{~d}, J=8.0 \mathrm{~Hz}, 1 \mathrm{H}), 7.44(\mathrm{~d}, J=8.0 \mathrm{~Hz}, 1 \mathrm{H})$, 6.33 (br s, 1H), 5.86 (br s, 1H), 5.48 (br s, 1H), 4.90 (dd, $J=6.3,8.6 \mathrm{~Hz}, 1 \mathrm{H}$ ), 4.66-4.59 (m, $1 \mathrm{H}), 4.53(\mathrm{~s}, 1 \mathrm{H}), 4.50(\mathrm{br} \mathrm{s}, 2 \mathrm{H}), 3.98$ (br s, 2H), 3.60 (br t, $J=5.5 \mathrm{~Hz}, 2 \mathrm{H}), 2.43-2.10$ (m, $7 \mathrm{H}), 1.49$ ( $\mathrm{s}, 9 \mathrm{H}$ ), 1.41 ( $\mathrm{s}, 9 \mathrm{H})$.

Step 6: Synthesis of tert-butyl 7-[(1S)-4-tert-butoxy-1-carbamoyl-4-oxo-butyl]-6-oxo-spiro[2,8-dihydrofuro[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate

[0377] To the solution of compound $6(125 \mathrm{~g}, 205 \mathrm{mmol}, 1.00 \mathrm{eq})$ in toluene ( 1500 mL ) was added AIBN ( $5.06 \mathrm{~g}, 0.03 \mathrm{mmol}, 0.15 \mathrm{eq})$ and $\mathrm{Bu}_{3} \mathrm{SnH}(270 \mathrm{~mL}, 1.02 \mathrm{mmol}, 4.98 \mathrm{eq})$ at $20^{\circ} \mathrm{C}$. The reaction mixture was stirred at $110^{\circ} \mathrm{C}$ for 12 hrs , before being cooled to $20^{\circ} \mathrm{C}$. Saturated KF solution ( 1000 mL ) was added and the resulting mixture was stirred at $20^{\circ} \mathrm{C}$ for further 2 hrs. The mixture was filtered and the filter cake was washed by EtOAc ( $2 \times 500 \mathrm{~mL}$ ). The organic phase was separated, and the aqueous phase was extracted with ethyl acetate ( $3 \times 500$ mL ). The combined organic phase was washed with brine ( 500 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated in vacuo. The crude product was purified by silica gel column chromatography (Petroleum ether/Ethyl acetate $=100 / 1$ to $1 / 1$ ). Compound 7 (160 g) was obtained as a white solid, and the typical yield was $56.6 \% .{ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{CDCl}_{3}-\mathrm{d}\right)$ $\delta=7.40(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 7.20(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 6.41(\mathrm{br} \mathrm{s}, 1 \mathrm{H}), 5.61(\mathrm{br} \mathrm{s}, 1 \mathrm{H}), 4.92$ 4.85 (m, 1H), 4.55-4.49 (m, 2H), 4.12 (q, $J=7.1 \mathrm{~Hz}, 3 \mathrm{H}), 2.88$ (br t, $J=12.0 \mathrm{~Hz}, 2 \mathrm{H}), 2.40-$ $2.09(\mathrm{~m}, 5 \mathrm{H}), 1.94-1.82(\mathrm{~m}, 2 \mathrm{H}), 1.77-1.68(\mathrm{~m}, 2 \mathrm{H}), 1.50-1.47(\mathrm{~m}, 9 \mathrm{H}), 1.42-1.40(\mathrm{~m}$, $9 \mathrm{H})$.

Step 7: Synthesis of (3S)-3-(6-oxospiro[2,8-dihydrofuro[2,3-e]isoindole-3,4'-piperidine]-7-yl)piperidine-2,6-dione benzenesulfonate

[0378] The solution of anhydrous benzene sulfonic acid (19.6 g, $124 \mathrm{mmol}, 2.00 \mathrm{eq}$ ) in MeCN $(400 \mathrm{~mL})$ was heated to $100^{\circ} \mathrm{C}$, before a solution of compound $7(47.0 \mathrm{~g}, 62.1 \mathrm{mmol}, 1.00 \mathrm{eq}$, $70 \%$ purity $)$ in $\mathrm{MeCN}(100 \mathrm{~mL})$ was added dropwise to the mixture. The mixture was stirred at $100^{\circ} \mathrm{C}$ for 12 hrs , before being cooled to $20^{\circ} \mathrm{C}$. The mixture was filtered, and the filter cake was dried under reduce pressure. The title compound ( 37.0 g ) was obtained as a white solid, and the typical yield was $92.8 \%{ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{D}_{2} \mathrm{O}-\mathrm{d}_{2}\right) \delta=7.75(\mathrm{br} \mathrm{d}, J=7.4 \mathrm{~Hz}, 2 \mathrm{H})$, 7.55-7.36 (m, 5H), 5.11 (br dd, $J=5.2,13.4 \mathrm{~Hz}, 1 \mathrm{H}), 4.64$ (s, 2H), 4.53-4.35 (m, 2H), 3.49
(br d, $J=13.2 \mathrm{~Hz}, 2 \mathrm{H}$ ), $3.20-3.06(\mathrm{~m}, 2 \mathrm{H}), 2.99-2.78(\mathrm{~m}, 2 \mathrm{H}), 2.48(\mathrm{dq}, J=5.3,13.1 \mathrm{~Hz}$, $1 \mathrm{H}), 2.25-2.08(\mathrm{~m}, 3 \mathrm{H}), 2.05-1.93(\mathrm{~m}, 5 \mathrm{H})$.
Step 8: Synthesis of (3S)-3-(6-oxospiro[2,8-dihydrofuro[2,3-e ]isoindole-3,4'-piperidine]-7-yl)piperidine-2,6-dione hydrochloric acid

[0379] The solution of (3S)-3-(6-oxospiro[2,8-dihydrofuro[2,3-e]isoindole-3,4'-piperidine]-7-yl)piperidine-2,6-dione benzenesulfonate ( 37 g ) in $\mathrm{HCl} /$ dioxane ( $4 \mathrm{M}, 370 \mathrm{~mL}$ ) was stirred at $20^{\circ} \mathrm{C}$ for 12 hrs , before the mixture was filtered and the cake was washed with MeCN ( $2 \times 200$ mL ). The filtered cake was dried under reduced pressure. The title compound ( 24.0 g ) was obtained as a red solid, and the typical yield was $80.7 \%$. ${ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}, \mathrm{D}_{2} \mathrm{O}-\mathrm{d}_{2}\right) \delta=7.48$ $-7.36(\mathrm{~m}, 2 \mathrm{H}), 5.12(\mathrm{dd}, J=5.3,13.3 \mathrm{~Hz}, 1 \mathrm{H}), 4.69-4.61(\mathrm{~m}, 2 \mathrm{H}), 4.53-4.37(\mathrm{~m}, 2 \mathrm{H}), 3.51$ (br dd, $J=3.4,13.3 \mathrm{~Hz}, 2 \mathrm{H}$ ), 3.22-3.06 (m, 2H), 2.98-2.80(m, 2H), 2.56-2.43(m, 1H), 2.29-2.08(m, 3H), 2.05-1.90(m, 2H).

Compound A16. 3-(7'-oxo-2', 3',7',9'-tetrahydro-8'H-spiro[piperidine-4,4'-pyrano[2,3-e]isoindol]-8'-yl)piperidine-2,6-dione






Step 1-2:
[0380] To a solution of 2-(pyridin-4-yl)ethan-1-ol (WP09-1, $10 \mathrm{~g}, 91.6 \mathrm{mmol}, 1.0 \mathrm{eq}$. ) in DMF $(40 \mathrm{~mL})$ was added $\operatorname{BnBr}\left(15.3 \mathrm{~g}, 108 \mathrm{mmol}, 1.1 \mathrm{eq}\right.$.). The mixture was allowed to heat to $100^{\circ} \mathrm{C}$ and stirred 3 h . TLC showed no starting material remained and a new spot formed. The residue was dissolved in $\mathrm{EtOH}(150 \mathrm{~mL})$, then 4.0 g of sodium borohydride ( $119.1 \mathrm{mmol}, 1.3 \mathrm{eq}$. ) was added portionwise at $0^{\circ} \mathrm{C}$. The mixture was continued to stir at $0^{\circ} \mathrm{C}$ for 1 h and then at reflux for 2 h . The solvent was evaporated under reduced pressure, then water was added, and the mixture was extracted with EA. The combined organic phases were dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and evaporated. The residue was purified by flash chromatograph ( $\mathrm{DCM}: \mathrm{MeOH}=100: 0-30: 1$ ) to afford 10 g of product WP09-3 (Viscous oil, 2 steps, yield 56\%).
[0381] LC-MS: 218 [M+H] ${ }^{+}$.
Step 3:
[0382] To a solution of compound WP09-3 (10 g, 1 eq.) in DCM ( 200.0 mL ) was added DMAP ( 0.1 eq .) and TEA ( 2 eq .) at $0^{\circ} \mathrm{C}$. Then $\mathrm{EsCl}(1.5 \mathrm{eq}$.) was slowly added into and the mixture was stirred at R.T. for 1 h . The reaction was partitioned between EtOAc and water. The combined organic layers were dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated in vacuo. The crude residue was purified by flash chromatograph to give compound WP09-4 as a yellow solid ( 10 g , yield $70 \%$ ).
[0383] LC-MS: $310[\mathrm{M}+\mathrm{H}]^{+}$.
Step 4:
[0384] To a solution of 5 -Bromo-3H-isobenzofuran-1-one (1) (10 $\quad \mathrm{g}, 1 \mathrm{eq}$.) in trifluoromethanesulfonic acid ( $100 \mathrm{~g}, 10 \mathrm{~V}$ ) was added NIS ( $12.5 \mathrm{~g}, 1.2 \mathrm{eq}$.) at $0^{\circ} \mathrm{C}$ in portions. The mixture was allowed to warm to room temperature and stirred overnight. TLC showed no starting material remained and two new spots formed. The reaction mixture was poured into ice-water and yellow solid precipitated. The mixture was filtered and the filter cake was washed with ice cold water. The filter cake was dried and obtained as a yellow solid ( 10 g , yield $62 \%$ ), to be a mixture of product $\mathbf{2}$ (top spot on TLC) and product $\mathbf{2 b}$ (bottom spot on TLC, which was not further reacted in next step).
Step 5:
[0385] To a mixture of compound $2(10 \mathrm{~g}, 1 \mathrm{eq}$.$) , sodium hydroxide ( 5.75 \mathrm{~g}, 5 \mathrm{eq}$.) in water ( $100 \mathrm{~mL}, 1.5 \mathrm{M}$ ) and N,N-dimethylacetamide ( 60 mL ) was added cuprous oxide ( $0.85 \mathrm{~g}, 0.2$ eq.). The reaction mixture was heated to $80^{\circ} \mathrm{C}$ and stirred for 12 h . TLC showed the compound 2 (top spot on TLC) was completely consumed. The reaction mixture was poured into water $(100 \mathrm{~mL})$ and treated with solid $\mathrm{K}_{2} \mathrm{CO}_{3}$ until $\mathrm{pH} 8-9$, and extracted with EA. The aqueous layer neutralized using 1 N hydrochloride solution and extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate and evaporated. The crude product was purified by silica gel column chromatography to give compound WP08-4 was obtained as a yellow solid ( $4.2 \mathrm{~g}, 39 \%$ yield).
[0386] LC-MS: 229/231 [M+H] ${ }^{+}$.
Step 6:
[0387] To a solution of compound WP08-4 ( $10 \mathrm{~g}, 1.0$ eq.) in 100 mL of DMF, compound WP09-4 ( $16.2 \mathrm{~g}, 1.2 \mathrm{eq}$.) and $\mathrm{K}_{2} \mathrm{CO}_{3}$ ( 1.6 eq .) was added. The reaction mixture was heated to $70^{\circ} \mathrm{C}$ and stirred overnight. The reaction mixture was poured into ice-water and extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. The solvent was evaporated at reduced pressure and the crude product was purified by silica gel column chromatography using 0-100\% EtOAc/hexane. The desired product WP09-5 was obtained as
a yellow foam ( 11 g , yield $60 \%$ ).
[0388] LC-MS: 428/430 [M+H] ${ }^{+}$.
Step 7:
[0389] To a solution of WP09-5 ( $5 \mathrm{~g}, 1.0 \mathrm{eq}$.) in toluene ( 50 mL ) was added $\mathrm{n}-\mathrm{Bu} \mathrm{u}_{3} \mathrm{SnH}(13.6$ $\mathrm{g}, 4.0 \mathrm{eq}$.) and AIBN ( $0.4 \mathrm{~g}, 0.1 \mathrm{eq}$.). The mixture was heated to reflux and stirred overnight. TLC (PE:EA = 1:1) showed no starting material remained and new spots formed. The reaction mixture was poured into saturated aq. KF solution ( 100 mL ) and stirred overnight. Then, the reaction mixture was extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. The crude product was purified by silica gel column chromatography ( $\mathrm{DCM}: \mathrm{MeOH}=50: 1$ ) to give compound WP09-6 was obtained as a white solid ( $2 \mathrm{~g}, 50 \%$ yield).
[0390] LC-MS: $350[\mathrm{M}+\mathrm{H}]^{+}$.
Step 8-9:
[0391] To a solution of WP09-6 ( $3.0 \mathrm{~g}, 1.0 \mathrm{eq}$.) in DCE ( 100 mL ) was added $\alpha$-chloroethyl chloroformate (ACE-Cl, 1.2 eq.) at $0{ }^{\circ} \mathrm{C}$ and then refluxing the mixture for 15 h . The intermediate ACE-piperidine formed and is usually deACEylated directly to WP09-7 by evaporating the reaction mixture in vacuo and then heating the residue in MeOH . The residue was dissolved in THF ( 100 mL ), then trimethylamine ( 3.0 eq .) and $\mathrm{Boc}_{2} \mathrm{O}$ ( 1.3 eq .) was added. The mixture was continued to stir for 3 h at room temperature. The solvent was evaporated under reduced pressure, then water was added, and the mixture was extracted with EA. The combined organic phases were dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and evaporated. The residue was purified by flash chromatograph to afford WP09-8 ( $1.5 \mathrm{~g}, 2$ steps, yield $50 \%$ ).
[0392] LC-MS: $360[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 600 MHz , Chloroform-d) $\delta 7.47(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}$ ), $7.08(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 5.24(\mathrm{~s}, 2 \mathrm{H}), 4.16(\mathrm{t}, J=6.7 \mathrm{~Hz}, 2 \mathrm{H}), 3.88(\mathrm{~m}, 2 \mathrm{H}), 3.51(\mathrm{~m}, 2 \mathrm{H}), 2.52$ $(\mathrm{t}, J=6.8 \mathrm{~Hz}, 2 \mathrm{H}), 2.13(\mathrm{~m}, 2 \mathrm{H}), 1.61(\mathrm{~m}, 2 \mathrm{H}), 1.46(\mathrm{~s}, 9 \mathrm{H})$.

Step 10:
[0393] To a solution of compound WP09-8 ( $2 \mathrm{~g}, 1 \mathrm{eq}$.) in tetrahydrofuran ( 10 mL ) and water $(10 \mathrm{~mL})$ was added sodium hydroxide ( $1.2 \mathrm{~g}, 5 \mathrm{eq}$.). The mixture was stirred at $20^{\circ} \mathrm{C}$ for 16 h . TLC (ethyl acetate: hexane $=1: 1$ ) showed reaction was complete. The mixture was adjusted to $\mathrm{pH}=5-6$ with aq. hydrochloric acid ( 1 M ) and extracted with ethyl acetate. The organic layer was washed with brine and dried over sodium sulfate. The crude material was not further purified and used as crude for the next step.

Step 11:
[0394] To a solution of compound WP09-9 (2 g, crude, 1 eq.) in dichloromethane ( 30 mL ) was
added manganese dioxide ( 20 eq .). The mixture was stirred at $20^{\circ} \mathrm{C}$ for about 1 h . TLC showed reaction was complete. The mixture was diluted with dichloromethane and filtered through a pad of Celite. The filtrate was concentrated in vacuum. The crude product was purified by silica gel column chromatography ( DCM : $\mathrm{MeOH}=10: 1$ ). The desired compound WP09-10 was obtained as yellow solid. ( $1.2 \mathrm{~g}, 2$ steps, $60 \%$ ).
[0395] LC-MS: $376[\mathrm{M}+\mathrm{H}]^{+}$.
Step 12:
[0396] To a mixture of compound WP09-10 ( $532 \mathrm{mg}, 1.0 \mathrm{eq}$.) in methanol ( 5 mL ) and dichloromethane ( 5 mL ) was added 3 -aminopiperidine-2,6-dione ( $698 \mathrm{mg}, 3 \mathrm{eq} ., \mathrm{HCl}$ salt), $\mathrm{AcONa}(698 \mathrm{mg}, 6.0 \mathrm{eq}$.$) and \mathrm{AcOH}(0.85 \mathrm{~mL}, 10.0 \mathrm{eq}$.$) . The mixture was stirred at 25^{\circ} \mathrm{C}$ for 1 h , then sodium cyanoborohydride ( $268 \mathrm{mg}, 3.0 \mathrm{eq}$.) was added and the mixture was further stirred for 30 min . LCMS showed the reaction was complete. Next, the reaction mixture was quenched with water and concentrated under reduced pressure to give a residue which was purified by pre-HPLC ( $20 \% \sim 50 \%$ ACN, neutral). The desired product WP09-11 as a solid ( 415 mg , yield $60 \%$ ) after lyophilization.

Step 13:
[0397] To a solution of compound WP09-11 ( 415 mg 1.0 equiv) in DMF ( 5 mL ) was added HATU ( $421 \mathrm{mg}, 1.3$ equiv) and DIPEA ( $0.47 \mathrm{~mL}, 3.0$ equiv), and the reaction was stirred at rt for 30 min . UPLC-MS indicated a new main peak with desired MS formed, then quenched with water and the mixture was extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. The desired compound WP09-12 was obtained as a brown solid ( $300 \mathrm{mg}, 75 \%$ yield).
[0398] LC-MS: $470[\mathrm{M}+\mathrm{H}]^{+}$.
Step 14:
[0399] Compound WP09-12 was treated with TFA in DCM at room temperature to de-protect the N -Boc group to provide the cereblon ligand 16.
[0400] LC/MS (ESI) m/z: 369.2.

## Compound A17. 3-(3',3'-difluoro-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione




Step A: tert-butyl 4-(((5-bromo-1-oxo-1,3-dihydroisobenzofuran-4-yl)oxy)methyl)-3,6-dihydropyridine-1(2H)-carboxylate
[0401] To a solution of 5-bromo-4-hydroxyisobenzofuran-1(3H)-one ( $5.0 \mathrm{~g}, 21.8 \mathrm{mmol}, 1.0$ eq) in THF ( 150 mL ) were added tert-butyl- 4-(hydroxymethyl)-3,6-dihydropyridine-1(2H)carboxylate ( $5.59 \mathrm{~g}, 26.2 \mathrm{mmol}, 1.2 \mathrm{eq}$ ) and Triphenylphosphine ( $8.59 \mathrm{~g}, 32.7 \mathrm{mmol}, 1.5 \mathrm{eq}$ ). The mixture was stirred under $\mathrm{N}_{2}$ at $0^{\circ} \mathrm{C}$ for 20 min . Then DIAD ( $6.44 \mathrm{~mL}, 32.7 \mathrm{mmol}, 1.5 \mathrm{eq}$ ) was dropwise added to above mixture and the mixture was stirred at room temperature overnight. After evaporation, the crude product was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $20 \%$ ) to afford tert-butyl 4-(((5-bromo-1-oxo-1,3-dihydroisobenzofuran-4-yl)oxy)methyl)-3,6-dihydropyridine-1(2H)carboxylate ( 9.0 g , yield $97 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{22} \mathrm{BrNO}_{5}$, 423.07; m/z found, 368 [M+H-56] ${ }^{+}$.

Step B: tert-butyl 6-oxo-2',3',6,8-tetrahydro-1'H,2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-pyridinel-1'-carboxylate
[0402] To a solution of tert-butyl 4-(((5-bromo-1-oxo-1,3-dihydroisobenzofuran-4-yl)oxy)methyl)-3,6-dihydropyridine-1(2H)-carboxylate ( $5.0 \mathrm{~g}, 7.9 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DMF (30 mL ) were added sodium formate ( $591 \mathrm{mg}, 8.69 \mathrm{mmol}, 1.1 \mathrm{eq}$ ), palladium diacetate ( 177 mg , $790 \mu \mathrm{~mol}, 0.1 \mathrm{eq}$ ), sodium acetate ( $1.62 \mathrm{~g}, 19.7 \mathrm{mmol}, 2.5 \mathrm{eq}$ ) and TEA ( $1.44 \mathrm{~g}, 8.69 \mathrm{mmol}$, $1.33 \mathrm{~mL}, 1.1 \mathrm{eq})$. The mixture was stirred under $\mathrm{N}_{2}$ at $70^{\circ} \mathrm{C}$ for 16 hours. After cooled to room
temperature, the mixture was filtered and the cake was washed with EA $(100 \mathrm{~mL})$. The filtrate was washed with brine ( $60 \mathrm{~mL} \times 3$ ), dried over anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $30 \%$ ) to afford tertbutyl 6-oxo-2',3',6,8-tetrahydro-1'H,2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-pyridine]-1'carboxylate ( 1.7 g , yield $63 \%$ ) as a colorless oli. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{21} \mathrm{NO}_{5}$, 343.14; m/z found, $344[\mathrm{M}+\mathrm{H}]^{+}$.

Step C: tert-butyl 3'-hydroxy-6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'piperidine J-1'-carboxylate
[0403] To a solution of tert-butyl 6-oxo-2',3',6,8-tetrahydro-1'H,2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-pyridine]-1'-carboxylate ( $4.7 \mathrm{~g}, 13.7 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in THF ( 60 mL ) was added $\mathrm{BH}_{3}-\mathrm{THF}(1 \mathrm{M})(34.2 \mathrm{~mL}, 34.2 \mathrm{mmol}, 2.5 \mathrm{eq})$ under $\mathrm{N}_{2}$ at $-78^{\circ} \mathrm{C}$. The reaction was allowed to slowly warm to $0^{\circ} \mathrm{C}$ and stirred at $0^{\circ} \mathrm{C}$ for 5 hours. Water ( 5 mL ) was added to above mixture, followed by sodium perborate $(5.6 \mathrm{~g}, 68.4 \mathrm{mmol}, 5.0 \mathrm{eq})$. The resulting mixture was stirred at room temperature overnight. The mixture was diluted with DCM ( 100 mL ), washed with brine ( $50 \mathrm{~mL} \times 2$ ), dried over anhydrous sodium sulfate, filtered and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $40 \%$ ) to afford tert-butyl $3^{\prime}$-hydroxy-6-oxo-6,8-dihydro2 H -spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidine]-1'-carboxylate ( 2.7 g , yield $54 \%$ ) as a white powder. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{23} \mathrm{NO}_{6}, 361.15$; m/z found, $306[\mathrm{M}+\mathrm{H}-56]^{+}$. Step D: tert-butyl 3',6-dioxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidineJ-1'-carboxylate
[0404] To a solution of tert-butyl 3 '-hydroxy-6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidine]-1'-carboxylate ( $1.8 \mathrm{~g}, 4.98 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in DCM ( 30 mL ) was added Dess-Martin periodinane ( $5.28 \mathrm{~g}, 12.5 \mathrm{mmol}, 2.5 \mathrm{eq}$ ). The mixture was stirred at room temperature for 4 hours. The reaction was diluted with DCM ( 60 mL ), washed with aqueous sodium thiosulfate solution ( $30 \mathrm{~mL} \times 2$ ) and washed with brine ( $40 \mathrm{~mL} \times 2$ ). The organic layer was dried over anhydrous sodium sulfate, filtered, and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $40 \%$ ) to afford tert-butyl 3',6-dioxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidine]-1'-carboxylate (1.3 g, yeild 73\%) as a colorless oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{21} \mathrm{NO}_{6}, 359.14 ; \mathrm{m} / \mathrm{z}$ found, $360[\mathrm{M}+\mathrm{H}]^{+}$. Step E: tert-butyl 3',3'-difluoro-6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidine]-1'-carboxylate
[0405] To a solution of tert-butyl 3',6-dioxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran3,4 '-piperidine]-1'-carboxylate ( $1.2 \mathrm{~g}, 3.34 \mathrm{mmol}, 1.0 \mathrm{eq}$ ), Triethylamine trihydrofluoride ( 3.23 $\mathrm{g}, 20 \mathrm{mmol}, 6.0 \mathrm{eq}$ ), and N,N-Diethyl-S,S-difluoro-sulfiliminium tetrafluoroborate ( $3.44 \mathrm{~g}, 15$ mmol, 4.5 eq ) in DCM ( 50 mL ) was added TEA ( $1.2 \mathrm{~mL}, 8.35 \mathrm{mmol}, 2.5 \mathrm{eq}$ ) at $25^{\circ} \mathrm{C}$ and the mixture was stirred at this temperature for 1 hour. The reaction mixture was quenched with saturated aqueous $\mathrm{NaHCO}_{3}$ solution ( 30 mL ) and extracted with DCM ( $30 \mathrm{~mL} \times 3$ ). The separated organic phase was washed with brine ( 30 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated under reduced pressure. The residue was purified by silica gel chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $30 \%$ ) to afford tertbutyl 3',3'-difluoro-6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidine]-1'-carboxylate ( 260 mg , yield 20\%) as a yellow oil. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{21} \mathrm{~F}_{2} \mathrm{NO}_{5}, 381.14$; m/z found, $382[\mathrm{M}+\mathrm{H}]^{+}$.

Step F: 1'-(tert-butoxycarbonyl)-3',3'-difluoro-7-(hydroxymethyl)-2H-spiro[benzofuran-3,4'piperidine ]-6-carboxylic acid
[0406] To a solution of tert-butyl 3',3'-difluoro-6-oxo-6,8-dihydro-2H-spiro[benzo[2,1-b:3,4-c']difuran-3,4'-piperidine]-1'-carboxylate ( $280 \mathrm{mg}, 734 \mu \mathrm{~mol}, 1.0 \mathrm{eq}$ ) in THF ( 9 mL ), MeOH $(9 \mathrm{~mL})$, and $\mathrm{H}_{2} \mathrm{O}(3 \mathrm{~mL})$ was added $\mathrm{NaOH}(44 \mathrm{mg}, 1.1 \mathrm{mmol}, 1.5 \mathrm{eq})$. The mixture was stirred at $40^{\circ} \mathrm{C}$ for 1 hour. After cooling to room temperature, the reaction mixture was diluted with EA ( 20 mL ), adjusted to $\mathrm{pH}=4 \sim 5$ with aqueous HCl solution ( $3 N$ ), and extracted with EA ( $40 \mathrm{~mL} \times 4$ ). The organic layer was washed with brine ( $20 \mathrm{~mL} \times 2$ ), dried over anhydrous sodium sulfate, filtered, and concentrated to give $1^{\prime}$-(tert-butoxycarbonyl)-3',3'-difluoro-7-(hydroxymethyl)-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylic acid ( 290 mg , yield 99\%) as a colorless oil. The crude product was directly used in next step without purification. LCMS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{23} \mathrm{~F}_{2} \mathrm{NO}_{6}, 399.15 ; \mathrm{m} / \mathrm{z}$ found, 398 [M-H].

Step G: 1'-(tert-butoxycarbonyl)-3',3'-difluoro-7-formyl-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylic acid
[0407] A solution of 1'-(tert-butoxycarbonyl)-3',3'-difluoro-7-(hydroxymethyl)-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylic acid ( $260 \mathrm{mg}, 651 \mu \mathrm{~mol}, 1.0 \mathrm{eq}$ ) and active manganese dioxide ( $1.13 \mathrm{~g}, 13 \mathrm{mmol}, 20.0 \mathrm{eq}$ ) in DCM ( 20 mL ) was stirred at room temperature for 16 hours. After filtration via a short column, the filtrate is collected and concentrated under reduced pressure to give 1'-(tert-butoxycarbonyl)-3', $3^{\prime}$-difluoro- 7 -formyl-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylic acid ( 250 mg , yield $97 \%$ ) as a colorless oil. The crude product was directly used in next step without purification. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{21} \mathrm{~F}_{2} \mathrm{NO}_{6}, 397.13 ; \mathrm{m} / \mathrm{z}$ found, $398[\mathrm{M}+\mathrm{H}]^{+}$.

Step $H: \quad$ tert-butyl 7-(2,6-dioxopiperidin-3-yl)-3',3'-difluoro-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate
[0408] To a solution of $1^{\prime}$-(tert-butoxycarbonyl)-3',3'-difluoro-7-formyl-2H-spiro[benzofuran-3,4'-piperidine]-6-carboxylic acid ( $260 \mathrm{mg}, 654 \mu \mathrm{~mol}, 1.0 \mathrm{eq}$ ) and 3-aminopiperidine-2,6dione hydrochloride ( $215 \mathrm{mg}, 1.31 \mathrm{mmol}, 2.0 \mathrm{eq}$ ) in DMF ( 10 mL ) was added Acetic acid ( 0.50 $\mathrm{mL}, 8.7 \mathrm{mmol}, 13.0 \mathrm{eq}$ ) and the reaction was stirred at $40^{\circ} \mathrm{C}$ for 2 hours. Sodium triacetoxyborohydride ( $416 \mathrm{mg}, 1.96 \mathrm{mmol}, 3.0 \mathrm{eq}$ ) was added to above mixture and the resulting mixture was stirred at $40^{\circ} \mathrm{C}$ for 16 hours. After cooled to room temperature, the mixture was dissolved with EA ( 60 mL ), washed with brine ( 30 mL x 4), dried over anhydrous sodium sulfate, filtered, and concentrated under reduced pressure. The residue was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from 0\% to 90\%) to afford tert-butyl 7-(2,6-dioxopiperidin-3-yl)-3',3'-difluoro-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( 220 mg , yield $68 \%$ ) as a grey solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{24} \mathrm{H}_{27} \mathrm{~F}_{2} \mathrm{~N}_{3} \mathrm{O}_{6}, 491.19 ; \mathrm{m} / \mathrm{z}$ found, $492[\mathrm{M}+\mathrm{H}]^{+}$.

Step I: 3-(3',3'-difluoro-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione TFA salt
[0409] To a solution of tert-butyl 7-(2,6-dioxopiperidin-3-yl)-3',3'-difluoro-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $200 \mathrm{mg}, 407 \mu \mathrm{~mol}$, 1.0 eq ) in DCM ( 5 mL ) was added trifluoroacetic acid ( 2 mL ) and the reaction was stirred at $25^{\circ} \mathrm{C}$ for 1 hour. The mixture was concentrated and dried to afford 3-(3',3'-difluoro-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione trifluoroacetate ( 150 mg , yield $73 \%$ ) as a grey solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{19} \mathrm{~F}_{2} \mathrm{~N}_{3} \mathrm{O}_{4}, 391.13 ; \mathrm{m} / \mathrm{z}$ found, $392[\mathrm{M}+\mathrm{H}]^{+}$.
[0410] ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta 10.99(\mathrm{~d}, J=4.4 \mathrm{~Hz}, 1 \mathrm{H}), 9.67(\mathrm{~s}, 1 \mathrm{H}), 7.48-7.37$ (m, 2H), 5.16-4.96(m, 2H), 4.74-4.63(m, 1H), $4.44(\mathrm{t}, J=17.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.27(\mathrm{t}, J=16.6$ $\mathrm{Hz}, 1 \mathrm{H}$ ), $3.93-3.71$ (m, 2H), 3.03 (t, $J=12.0 \mathrm{~Hz}, 1 \mathrm{H}$ ), $2.97-2.83$ (m, 1H), $2.60(\mathrm{~d}, J=17.2$ $\mathrm{Hz}, 1 \mathrm{H}), 2.46-2.40(\mathrm{~m}, 2 \mathrm{H}), 2.26-2.23(\mathrm{~m}, 1 \mathrm{H}), 2.08(\mathrm{~d}, J=5.0 \mathrm{~Hz}, 1 \mathrm{H}), 2.00-1.98(\mathrm{~m}, 1 \mathrm{H})$.

Compound A18. (S)-N-(2,6-dioxopiperidin-3-yl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-6-carboxamide


Step A: methyl 5-bromo-6-((1-(tert-butoxycarbonyl)-1,2,3,6-tetrahydropyridin-4yl)methoxy)picolinate
[0411] To a mixture of tert-butyl 4-(hydroxymethyl)-3,6-dihydropyridine-1 2 H )-carboxylate ( $5.52 \mathrm{~g}, 1.2 \mathrm{eq}, 25.9 \mathrm{mmol}$ ) in THF ( 50.0 mL ) was added methyl 5-bromo-6-hydroxypicolinate $(5.00 \mathrm{~g}, 1 \mathrm{eq}, 21.5 \mathrm{mmol})$ and $\mathrm{Ph}_{3} \mathrm{P}(14.1 \mathrm{~g}, 2.5 \mathrm{eq}, 53.9 \mathrm{mmol})$. The reaction mixture was cooled to $-78^{\circ} \mathrm{C}$ and DIAD ( $10.9 \mathrm{~g}, 10.5 \mathrm{~mL}, 2.5 \mathrm{eq}, 53.9 \mathrm{mmol}$ ) was dropwise added to above mixture. The mixture was stirred at room temperature for 16 h . After evaporation, the crude product was purified by flash column chromatography on silica gel (ethyl acetate in petroleum ether, from $0 \%$ to $20 \%$ ) to afford methyl 5-bromo-6-((1-(tert-butoxycarbonyl)-1,2,3,6-tetrahydropyridin-4-yl)methoxy)picolinate ( 7.10 g , yield $77.1 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{23} \mathrm{Br}_{2} \mathrm{O}_{5}, 426.08 ; \mathrm{m} / \mathrm{z}$ found, $427.1[\mathrm{M}+\mathrm{H}]^{+}$.

Step B: 1'-(tert-butyl) 6-methyl 2',3'-dihydro-1'H,2H-spirolfuro[2,3-b]pyridine-3,4'-pyridine]-1',6-dicarboxylate
[0412] To a solution of methyl 5-bromo-6-((1-(tert-butoxycarbonyl)-1,2,3,6-tetrahydropyridin-4-yl)methoxy)picolinate ( $7.10 \mathrm{~g}, 1 \mathrm{eq}, 16.6 \mathrm{mmol}$ ) in DMA ( 30.0 mL ) was added $\mathrm{HCOONa}(2.3 \mathrm{~g}, 2 \mathrm{eq}, 33.2 \mathrm{mmol}$ ) tetraethylammoniumchloridemonohydrate ( 4.58 g , $4.24 \mathrm{~mL}, 1.5 \mathrm{eq}, 24.9 \mathrm{mmol}), \mathrm{Pd}(\mathrm{OAc})_{2}(746 \mathrm{mg}, 0.2 \mathrm{eq}, 3.32 \mathrm{mmol})$ and $\mathrm{NaOAc}(2.7 \mathrm{~g}, 2 \mathrm{eq}$, 33.2 mmol ). The mixture was purged with nitrogen and heated to $100{ }^{\circ} \mathrm{C}$ overnight. The mixture was diluted with ethyl acetate ( 100 mL ) and washed with water ( 200 mL ). The organic layer was washed with brine ( $50 \mathrm{~mL} * 2$ ) and dried over sodium sulfate. The crude was purified by silica gel column chromatography using $0-30 \% \mathrm{EtOAc} /$ hexane to give 1 '-(tert-butyl) 6 methyl $2^{\prime}, 3$ '-dihydro-1'H,2H-spiro[furo[2,3-b]pyridine-3,4'-pyridine]-1',6-dicarboxylate (4.50
g, yield $78.2 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{22} \mathrm{~N}_{2} \mathrm{O}_{5}, 346.15 ; \mathrm{m} / \mathrm{z}$ found, $347.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step C: 1'-(tert-butyl) 6-methyl 2H-spirolfuro[2,3-b]pyridine-3,4'-piperidine]-1',6dicarboxylate
[0413] To a solution of 1'-(tert-butyl) 6-methyl 2',3'-dihydro-1'H,2H-spiro[furo[2,3-b]pyridine-3,4'-pyridine]-1',6-dicarboxylate ( $1.00 \mathrm{~g}, 1 \mathrm{eq}, 2.89 \mathrm{mmol}$ ) in $\mathrm{MeOH}(10.0 \mathrm{~mL})$ was added $\mathrm{Pd} / \mathrm{C}(200 \mathrm{mg}, 10 \%$ on Carbon, wetted with c.a. $55 \%$ water $)$. The mixture was purged with $\mathrm{H}_{2}$ and stirred at rt overnight under $\mathrm{H}_{2}$. The mixture was filtered, and the filtrate was concentrated. The crude product was purified by silica gel chromatography. The desired 1'-(tert-butyl) 6-methyl 2 H -spiro[furo[2,3-b]pyridine-3,4'-piperidine]-1',6-dicarboxylate (900 mg , yield 89.5 \%) was obtained as white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{18} \mathrm{H}_{24} \mathrm{~N}_{2} \mathrm{O}_{5}$, 348.17; m/z found, $349.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step D: 1'-(tert-butoxycarbonyl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-6-carboxylic acid
[0414] To a mixture of 1'-(tert-butyl) 6-methyl 2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-1',6-dicarboxylate ( $900 \mathrm{mg}, 1 \mathrm{eq}, 2.58 \mathrm{mmol}$ ) in THF ( 5.00 mL ) and $\mathrm{H}_{2} \mathrm{O}(5.00 \mathrm{~mL})$, MeOH $(5.00 \mathrm{~mL})$ was added $\mathrm{NaOH}(0.41 \mathrm{~g}, 4 \mathrm{eq}, 10.3 \mathrm{mmol})$. The mixture was stirred at $20^{\circ} \mathrm{C}$ for 2 h. The mixture was adjusted to $\mathrm{pH}=5-6$ with aq. hydrochloric acid $(1 \mathrm{M})$ and extracted with ethyl acetate. The organic layer was washed with brine and dried over sodium sulfate. After filtration, the filtrate was concentrated under reduced pressure to afford $1^{\prime}$-(tert-butoxycarbonyl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-6-carboxylic acid ( 600 mg , yield 69.5 \% as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{17} \mathrm{H}_{22} \mathrm{~N}_{2} \mathrm{O} 5,334.15$; m/z found, $335.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step E: tert-butyl (S)-6-((2,6-dioxopiperidin-3-yl)carbamoyl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-1'-carboxylate
[0415] To a mixture of 1'-(tert-butoxycarbonyl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-6-carboxylic acid ( $600 \mathrm{mg}, 1 \mathrm{eq}, 1.79 \mathrm{mmol}$ ) in DMA ( 5.00 mL )was added (S)-3-aminopiperidine-2,6-dione hydrochloride ( $295 \mathrm{mg}, 1 \mathrm{eq}, 1.79 \mathrm{mmol}$ ), Propylphosphonic anhydride ( $1.14 \mathrm{~g}, 2 \mathrm{eq}, 3.59 \mathrm{mmol}$ ) and TEA ( $363 \mathrm{mg}, 2 \mathrm{eq}, 3.59 \mathrm{mmol}$ ), and the reaction was stirred at rt for 1 h . UPLC-MS indicated a new main peak with desired MS formed, then quenched with water and purified by pre-HPLC. The desired product tert-butyl (S)-6-((2,6-dioxopiperidin-3-yl)carbamoyl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-1'-carboxylate ( 600 mg , yield 75.2 \%) was obtained as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{22} \mathrm{H}_{28} \mathrm{~N}_{4} \mathrm{O}_{6}, 444.20 ; \mathrm{m} / \mathrm{z}$ found, $445.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step $\quad F: \quad(S)-N$-(2,6-dioxopiperidin-3-yl)-2H-spirolfuro[2,3-b]pyridine-3,4'-piperidine]-6carboxamide hydrochloride
[0416] To a mixture of tert-butyl (S)-6-((2,6-dioxopiperidin-3-yl)carbamoyl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-1'-carboxylate ( $200 \mathrm{mg}, 1 \mathrm{eq}, 450 \mu \mathrm{~mol}$ ) in $1,4-$ dioxane $/ \mathrm{HCl}(5.00 \mathrm{~mL})$ The mixture was stirred at $20^{\circ} \mathrm{C}$ for 2 h . The after reaction was direct concentration as to give(S)-N-(2,6-dioxopiperidin-3-yl)-2H-spiro[furo[2,3-b]pyridine-3,4'-piperidine]-6-carboxamide hydrochloride ( 170 mg , yield $99.2 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{17} \mathrm{H}_{20} \mathrm{~N}_{4} \mathrm{O}_{4}, 344.15 ; \mathrm{m} / \mathrm{z}$ found, $345.1[\mathrm{M}+\mathrm{H}]^{+}$.
[0417] ${ }^{1} \mathrm{H}$ NMR (400 MHz, DMSO) $\delta 10.84(\mathrm{~s}, 1 \mathrm{H}), 9.27-9.16(\mathrm{~m}, 1 \mathrm{H}), 9.14-8.97(\mathrm{~m}, 1 \mathrm{H})$, $8.86(\mathrm{~d}, \mathrm{~J}=8.4 \mathrm{~Hz}, 1 \mathrm{H}), 7.78(\mathrm{~d}, \mathrm{~J}=7.4 \mathrm{~Hz}, 1 \mathrm{H}), 7.67(\mathrm{~d}, \mathrm{~J}=7.4 \mathrm{~Hz}, 1 \mathrm{H}), 4.83-4.70(\mathrm{~m}, 1 \mathrm{H})$, $4.62(\mathrm{~s}, 2 \mathrm{H}), 3.36-3.25(\mathrm{~m}, 2 \mathrm{H}), 3.09-2.95(\mathrm{~m}, 2 \mathrm{H}), 2.85-2.70(\mathrm{~m}, 1 \mathrm{H}), 2.57-2.52(\mathrm{~m}$, $1 \mathrm{H}), 2.26-2.06(\mathrm{~m}, 3 \mathrm{H}), 2.01-1.87(\mathrm{~m}, 3 \mathrm{H})$.

## Compound A19. (S)-3-(5-methyl-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-

 3,4'-piperidin]-7-yl)piperidine-2,6-dione


Step A: tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-bromo-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate
[0418] A mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-6-oxo-7,8-dihydro- $2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $600 \mathrm{mg}, 1.13$ mmol, 1 eq .) and NBS ( $262 \mathrm{mg}, 1.47 \mathrm{mmol}, 1.3 \mathrm{eq}$. ) in MeCN ( 15 mL ) was stirred at room temperature for 20 hours. Then the mixture was diluted with water ( 30 mL ) and extracted with EA ( $30 \mathrm{~mL} \times 2$ ). The combined organic layers were washed with brine ( 30 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure. The residue was purified by flash chromatography and eluted with $0-70 \%$ EA in PE to give tert-butyl (S)-7-(1-amino-5-(tert-
butoxy)-1,5-dioxopentan-2-yl)-5-bromo-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-
e]isoindole-3,4'-piperidine]-1'-carboxylate ( 300 mg , yield 43\%) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{28} \mathrm{H}_{38} \mathrm{BrN}_{3} \mathrm{O}_{7}, 607.19 ; \mathrm{m} / \mathrm{z}$ found, $608.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step B: tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-methyl-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate
[0419] A mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-bromo-6-oxo-7,8-dihydro- $2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3, $4^{\text {'-piperidine] }}$-1'-carboxylate ( $300 \mathrm{mg}, 493 \mu \mathrm{~mol}, 1 \mathrm{eq}$ ), , 2,4,6-trimethyl-1,3,5,2,4,6-trioxatriborinane ( $124 \mathrm{mg}, 986 \mu \mathrm{~mol}, 2$ eq.), $\mathrm{K}_{2} \mathrm{CO}_{3}(204 \mathrm{mg}, 1.48 \mathrm{mmol}, 3 \mathrm{eq}$.$) and 1,1$-bis(diphenylphosphino)ferrocenepalladium(II) dichloride ( $72 \mathrm{mg}, 98.6 \mu \mathrm{~mol}, 0.2 \mathrm{eq}$.) in dioxane ( 3 mL ) and $\mathrm{H}_{2} \mathrm{O}(0.3 \mathrm{~mL}$ ) was stirred at $80^{\circ} \mathrm{C}$ under $\mathrm{N}_{2}$ atmosphere for 2 hours. Then the mixture was diluted with water ( 10 $\mathrm{mL})$ and extracted with EA ( $10 \mathrm{~mL} \times 2$ ). The combined organic layers were washed with brine ( 20 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure. The residue was purified by flash chromatography and eluted with $0-55 \% \mathrm{EA}$ in PE to give tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-methyl-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( 190 mg , yield $70 \%$ ) as a yellow solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{29} \mathrm{H}_{41} \mathrm{~N}_{3} \mathrm{O}_{7}, 543.29$; m/z found, $544.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step C. (S)-3-(5-methyl-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione
[0420] A mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-methyl-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $160 \mathrm{mg}, 294 \mu \mathrm{~mol}, 1 \mathrm{eq}$. ) and anhydrous benzenesulfonic acid ( $140 \mathrm{mg}, 883 \mu \mathrm{~mol}, 3 \mathrm{eq}$. ) in $\operatorname{MeCN}(10 \mathrm{~mL})$ was stirred at $80^{\circ} \mathrm{C}$ under $\mathrm{N}_{2}$ atmosphere for 3 hours. The mixture was concentrated under reduced pressure and purified by prep-HPLC to give (S)-3-(5-methyl-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione (0.3 $\mathrm{PhSO}_{3} \mathrm{H}$ salt, 64 mg , yield $52 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{4}, 369.17 ; \mathrm{m} / \mathrm{z}$ found, $370.2[\mathrm{M}+\mathrm{H}]^{+}$.
[0421] ${ }^{1} \mathrm{H}$ NMR (400 MHz, DMSO-d 6 ) $\delta 10.95(\mathrm{~s}, 1 \mathrm{H}), 8.31(\mathrm{bs}, 1 \mathrm{H}), 7.62-7.30(\mathrm{~m}, 1.3 \mathrm{H}$, $0.3 \mathrm{PhSO}_{3} \mathrm{H}$ salt $), 7.07(\mathrm{~s}, 1 \mathrm{H}), 5.04(\mathrm{dd}, \mathrm{J}=13.3,5.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.56(\mathrm{~s}, 2 \mathrm{H}), 4.31(\mathrm{~d}, \mathrm{~J}=17.2$ $\mathrm{Hz}, 1 \mathrm{H}), 4.17(\mathrm{~d}, \mathrm{~J}=17.2 \mathrm{~Hz}, 1 \mathrm{H}), 3.21-3.12(\mathrm{~m}, 3 \mathrm{H}), 2.94-2.79(\mathrm{~m}, 3 \mathrm{H}), 2.56(\mathrm{~s}, 3 \mathrm{H}), 2.45$ $-2.38(\mathrm{~m}, 1 \mathrm{H}), 1.99-1.90(\mathrm{~m}, 3 \mathrm{H}), 1.80-1.72(\mathrm{~m}, 2 \mathrm{H})$.

Compound A20. (S)-3-(5-chloro-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione


Step A: tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-chloro-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate
[0422] A mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $600 \mathrm{mg}, 1.13$ mmol, 1 eq.) and NCS ( $197 \mathrm{mg}, 1.47 \mathrm{mmol}, 1.3 \mathrm{eq}$. ) in $\mathrm{MeCN}(15 \mathrm{~mL})$ was stirred at room temperature for 20 hours. Then the mixture was diluted with water ( 30 mL ) and extracted with EA ( $30 \mathrm{~mL} \times 2$ ). The combined organic layers were washed with brine ( 30 mL ), dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and concentrated under reduced pressure. The residue was purified by flash chromatography and eluted with $0-70 \% \mathrm{EA}$ in PE to give the tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-chloro-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-
e]isoindole-3, $\mathrm{4}^{\prime}$-piperidine]-1'-carboxylate ( 430 mg , yield $67 \%$ ) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{28} \mathrm{H}_{38} \mathrm{ClN}_{3} \mathrm{O}_{7}, 563.24 ; \mathrm{m} / \mathrm{z}$ found, $564.2[\mathrm{M}+\mathrm{H}]^{+}$.
Step B: (S)-3-(5-chloro-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione
[0423] A mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-chloro-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $380 \mathrm{mg}, 674 \mu \mathrm{~mol}, 1 \mathrm{eq}$. ) and anhydrous benzenesulfonic acid ( $320 \mathrm{mg}, 2.02 \mathrm{mmol}, 3 \mathrm{eq}$.) in $\mathrm{MeCN}\left(2.5 \mathrm{~mL}\right.$ ) was stirred at $80^{\circ} \mathrm{C}$ under $\mathrm{N}_{2}$ atmosphere for 3 hours. The mixture was concentrated under reduced pressure and purified by prep-HPLC to give (S)-3-(5-chloro-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione ( $0.5 \mathrm{PhSO}_{3} \mathrm{H}$ salt, 210 mg , yield 67 \%) as a white solid. LC-MS (ESI): mass calcd. for $\mathrm{C}_{19} \mathrm{H}_{20} \mathrm{ClN}_{3} \mathrm{O}_{4}, 389.11 ; \mathrm{m} / \mathrm{z}$ found, $390.2[\mathrm{M}+\mathrm{H}]^{+}$.
[0424] ${ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{MeOD}-d_{4}$ ) $\delta 7.86-7.40\left(\mathrm{~m}, 2.5 \mathrm{H}, 0.5 \mathrm{PhSO}_{3} \mathrm{H}\right.$ salt), 7.34 (s, 1H), 5.11 (dd, J = 13.2, 5.2 Hz, 1H), 4.73-4.66 (m, 2H), 4.42-4.34 (m, 2H), 3.48-3.40 (m, 2H), $3.19-3.05(\mathrm{~m}, 2 \mathrm{H}), 2.96-2.84(\mathrm{~m}, 1 \mathrm{H}), 2.81-2.73(\mathrm{~m}, 1 \mathrm{H}), 2.53-2.45(\mathrm{~m}, 1 \mathrm{H}), 2.19-2.06$ (m, 3H), 2.05-1.97(m, 2H).

Compounds A21 and A22: (S)-3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione hydrochloride and (R)-3-(5-methoxy-6-
oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione hydrochloride



Step 1: tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-bromo-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate
[0425] To a mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-6-oxo- 7,8 -dihydro- $2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $2.00 \mathrm{~g}, 1$ eq, 3.78 mmol ) in MeCN ( 10.0 mL ) was added NBS ( $874 \mathrm{mg}, 1.3 \mathrm{eq}, 4.91 \mathrm{mmol}$ ). The resulting mixture was then stirred at $25^{\circ} \mathrm{C}$ for 3 hours. The mixture was poured into $\mathrm{H}_{2} \mathrm{O}$ ( 30 mL ), extracted with EtOAc ( 20 mLx ). The combined organic layer was washed with brine ( 50 mL ), dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated in vacuum. The crude product was purified by silica gel column chromatography using $0-60 \% \mathrm{EtOAc} /$ hexane to afford tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-bromo-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $1.50 \mathrm{~g}, 2.46 \mathrm{mmol}, 65.3 \%$ ) as a yellow solid. LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{28} \mathrm{H}_{38} \mathrm{BrN}_{3} \mathrm{O}_{7}, 607.2$; found, $608.2[\mathrm{M}+\mathrm{H}]^{+}$. Step 2: 5-amino-4-(1'-(tert-butoxycarbonyl)-5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)-5-oxopentanoic acid
[0426] To a mixture of tert-butyl (S)-7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-bromo-6-oxo-7,8-dihydro- $2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate $(0.30 \mathrm{~g}, 1 \mathrm{eq}, 0.49 \mathrm{mmol})$, sodium methanolate ( $0.13 \mathrm{~g}, 5 \mathrm{eq}, 2.5 \mathrm{mmol}$ ) in Toluene ( 5.00 mL ) and $\mathrm{MeOH}(5.00 \mathrm{~mL})$ was added di-tert-butyl( $2^{\prime}, 4^{\prime}, 6^{\prime}$ 'triisopropyl-[1,1'-biphenyl]-2yl)phosphane ( $42 \mathrm{mg}, 0.2 \mathrm{eq}, 99 \mu \mathrm{~mol}$ ), palladium(II) acetate ( $11 \mathrm{mg}, 0.1 \mathrm{eq}, 49 \mu \mathrm{~mol}$ ). The mixture was stirred at $80^{\circ} \mathrm{C}$ in sealed tube for 1 hour under Ar. The mixture was poured into $1 \mathrm{M} \mathrm{HCl}(50 \mathrm{~mL})$, extracted with EtOAc ( 20 mLx 2 ). The combined organic layer was washed with brine ( 50 mL ), dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated in vacuum. The crude product was purified by silica gel column chromatography using $0-20 \% \mathrm{MeOH} / \mathrm{DCM}$ to afford 5 -
amino-4-(1'-(tert-butoxycarbonyl)-5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3, $4^{\prime}$-piperidin]-7-yl)-5-oxopentanoic acid ( 0.20 g , crude, $72 \%$ ) as a yellow solid. LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{25} \mathrm{H}_{33} \mathrm{~N}_{3} \mathrm{O}_{8}, 503.2$; found, $504.1[\mathrm{M}+\mathrm{H}]^{+}$.
Step 3: 3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spirolfuro[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione
[0427] To a mixture of tert-butyl 7-(1-amino-5-(tert-butoxy)-1,5-dioxopentan-2-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate $(0.20 \mathrm{~g}, 1 \mathrm{eq}, 0.36 \mathrm{mmol})$ in MeCN ( 5.00 mL ) was added benzenesulfonic acid ( $0.28 \mathrm{~g}, 5 \mathrm{eq}$, 1.8 mmol ). The resulting mixture was then stirred at $80^{\circ} \mathrm{C}$ for 3 h . The mixture was concentrated in vacuum to afford 3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione ( 0.3 g , crude ) as a yellow solid. LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{5}, 385.2$; found, $386.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step 4: tert-butyl 7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e ]isoindole-3,4'-piperidine]-1'-carboxylate
[0428] To a mixture of 3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione ( 0.70 g , crude, $1 \mathrm{eq}, 1.8 \mathrm{mmol}$ ) in THF ( 10.0 mL ) and $\mathrm{H}_{2} \mathrm{O}(2.00 \mathrm{~mL})$ was added TEA $(0.37 \mathrm{~g}, 0.51 \mathrm{~mL}, 2 \mathrm{eq}, 3.6 \mathrm{mmol})$ and $(\mathrm{Boc})_{2} \mathrm{O}(0.48 \mathrm{~g}, 0.50$ $\mathrm{mL}, 1.2 \mathrm{eq}, 2.2 \mathrm{mmol})$. The mixture was stirred at room temperature for 2 hours. The mixture was poured into $\mathrm{H}_{2} \mathrm{O}(50 \mathrm{~mL})$, extracted with $\mathrm{EtOAc}(20 \mathrm{mLx} 2)$. The combined organic layer was washed with brine ( 50 mL ), dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated in vacuum. The crude product was purified by silica gel column chromatography using 0-60\% EtOAc/hexane to afford tert-butyl 7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $0.30 \mathrm{~g}, 0.62 \mathrm{mmol}, 34 \%$ ) as a yellow solid. LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{25} \mathrm{H}_{31} \mathrm{~N}_{3} \mathrm{O}_{7}$, 485.2 ; found, $486.2[\mathrm{M}+\mathrm{H}]^{+}$.
Step 5: tert-butyl (S)-7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spirolfuro[2,3-e ]isoindole-3,4'-piperidine]-1'-carboxylate and tert-butyl (R)-7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e ]isoindole-3,4'-piperidinel-1'-carboxylate
[0429] The tert-butyl 7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( 0.3 g ) was purified by SFC (the conditions were described as followed:

| System : | Waters SFC 150 |
| :---: | :---: |
| Column name: | DAICELCHIRALCEL®OD |
| Column size : | $250 * 25 \mathrm{~mm} 10 \mu \mathrm{~m}$ |
| Mobile Phase A : | Supercritical CO ${ }_{2}$, |
| Mobile Phase B : | MeOH |
| A:B: | $55: 45$ |
| Wavelength : | 214 nm |
| Flow: | $100 \mathrm{ml} / \mathrm{min}$ |
| Column temp: | RT |
| Back Pressure: | 100 bar |
| Injection: | 4.5 mL |
| Cycle time: | 5.1 min |
| Solvent: | MeOH $:$ redistilled grade <br> Supercritical CO $2:$ Food grade |
| Preparation of sample <br> solution: | sample was dissolved in about 40 mL MeOH |

to afford tert-butyl (S)-7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( 130 mg ) as a yellow solid and tertbutyl (R)-7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( 100 mg ) as a yellow solid. LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{25} \mathrm{H}_{31} \mathrm{~N}_{3} \mathrm{O}_{7}, 485.2$; found, $486.2[\mathrm{M}+\mathrm{H}]^{+}$.

Step 6: (S)-3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione hydrochloride (Example A21)
[0430] To a solution of tert-butyl (S)-7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro- $2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $130 \mathrm{mg}, 0.27$ $\mathrm{mmol}, 1.0 \mathrm{eq})$ was added $\mathrm{HCl} /$ dioxane $(4 \mathrm{M}, 3 \mathrm{~mL})$ at room temperature. The reaction mixture was stirred at room temperature for 1 h . The reaction mixture was concentrated to afford (S)-3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-
yl)piperidine-2,6-dione hydrochloride ( 134 mg ) as a yellow solid. LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{5}, 385.2$; found, $386.2[\mathrm{M}+\mathrm{H}]^{+}$
[0431] ${ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{DMSO}-d_{6}$ ) $\delta 10.95(\mathrm{~s}, 1 \mathrm{H}), 9.11(\mathrm{~d}, J=8.4 \mathrm{~Hz}, 1 \mathrm{H}), 8.81(\mathrm{~d}, J=$ $10 \mathrm{~Hz}, 1 \mathrm{H}), 6.83$ (s, 1 H ), 5.03-4.99 (m, 1 H ), 4.62-4.57 (m, 2 H ), 4.32-4.11 (m, 2 H ), 3.85 ( s ,
$3 \mathrm{H}), 3.37-3.31(\mathrm{~m}, 2 \mathrm{H}), 3.05-2.86(\mathrm{~m}, 3 \mathrm{H}), 2.60-2.55(\mathrm{~m}, 1 \mathrm{H}), 2.41-2.33(\mathrm{~m}, 1 \mathrm{H}), 2.20-2.12$ (m, 2 H ), 1.96-1.84 (m, 3 H ).
Step 7: (R)-3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spirolfuro[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione hydrochloride
[0432] To a solution of tert-butyl (R)-7-(2,6-dioxopiperidin-3-yl)-5-methoxy-6-oxo-7,8-dihydro- $2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-1'-carboxylate ( $20 \mathrm{mg}, 0.04 \mathrm{mmol}$, $1.0 \mathrm{eq})$ was added $\mathrm{HCl} /$ dioxane $(4 \mathrm{M}, 3 \mathrm{~mL})$ at room temperature. The reaction mixture was stirred at room temperature for 1 h . The reaction mixture was concentrated to afford (R)-3-(5-methoxy-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-
yl)piperidine-2,6-dione hydrochloride ( 20 mg ) as a yellow solid (Compound A22). LC-MS (ESI, m/z): mass calcd. For $\mathrm{C}_{20} \mathrm{H}_{23} \mathrm{~N}_{3} \mathrm{O}_{5}, 385.2$; found, $386.2[\mathrm{M}+\mathrm{H}]^{+}$
[0433] ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO- $d_{6}$ ) $\delta 10.94(\mathrm{~s}, 1 \mathrm{H}), 9.35-9.22(\mathrm{~m}, 1 \mathrm{H})$, 9.12-8.92 (m, 1 H), $6.83(\mathrm{~s}, 1 \mathrm{H}), 5.01(\mathrm{dd}, J=13.2,4.8 \mathrm{~Hz}, 1 \mathrm{H}), 4.64-4.53(\mathrm{~m}, 2 \mathrm{H}), 4.34-4.09(\mathrm{~m}, 2 \mathrm{H}), 3.84$ $(\mathrm{s}, 3 \mathrm{H}), 3.36-3.26(\mathrm{~m}, 2 \mathrm{H}), 3.06-2.84(\mathrm{~m}, 3 \mathrm{H}), 2.64-2.54(\mathrm{~m}, 1 \mathrm{H}), 2.43-2.32(\mathrm{~m}, 1 \mathrm{H}), 2.25-$ 2.13 (m, 2 H), 1.99-1.79 (m, 3 H ).

Compound B0. 3-(6-oxo-6,8-dihydrospiro[furo[3,4-e]isoindole-3,4'-piperidin]-7(1H)-yl)piperidine-2,6-dione


Step 1:
[0434] To a solution of 5 -Bromo- 3 H -isobenzofuran-1-one ( $\mathbf{C}-7.1$ ) ( $10 \mathrm{~g}, 1 \mathrm{eq}$.) in trifluoromethanesulfonic acid ( $80 \mathrm{~mL}, 20 \mathrm{eq}$.) was added NIS ( $12.5 \mathrm{~g}, 1.2 \mathrm{eq}$.) at $0^{\circ} \mathrm{C}$ in portions. The mixture was allowed to warm to room temperature and stirred overnight. TLC showed no starting material remained and two new spots formed. The reaction mixture was poured into ice-water and yellow solid precipitated. The mixture was filtered and the filter cake was washed with ice cold water. The filter cake was dissolved in DCM and dried over sodium sulfate. The mixture was filtered and the filtrate was concentrated to afford a yellow solid. The crude product was purified by silica gel flash chromatography. The less polar product (top spot on TLC) C-7.2 was obtained as a brown solid ( 8 g , yield $50 \%$ ).

Step 2:
[0435] A vial was charged with compound C-7.2 ( $8 \mathrm{~g}, 1 \mathrm{eq}$.), $\mathrm{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}$ ( 0.2 eq .), $\mathrm{K}_{2} \mathrm{CO}_{3}$ ( 3 eq.) and dioxane $-\mathrm{H}_{2} \mathrm{O}(100 \mathrm{~mL} / 20 \mathrm{~mL})$. The mixture was purged with nitrogen and potassium vinyltrifluoroborate ( 2.0 eq .) was added into. The reaction was heated to $65^{\circ} \mathrm{C}$ for 16 h . TLC showed reaction was complete. The mixture was diluted with ethyl acetate and washed with water. The organic layer was washed with brine and dried over sodium sulfate. The crude product was purified by silica gel column chromatography using $0-50 \% \mathrm{EtOAc} / \mathrm{hexane}$ to give
compound C-7.3 as a yellow foam ( 3.2 g , yield $57 \%$ ).
[0436] LC-MS: 239/241 [M+H] ${ }^{+}$; ${ }^{1} \mathrm{H}$ NMR ( 600 MHz , Chloroform-d) $\delta 7.70(\mathrm{~d}, J=8.1 \mathrm{~Hz}$, $1 \mathrm{H}), 7.58(\mathrm{~d}, J=8.1 \mathrm{~Hz}, 1 \mathrm{H}), 6.92(\mathrm{dd}, J=18.0,11.6 \mathrm{~Hz}, 1 \mathrm{H}), 5.62(\mathrm{~d}, J=11.6 \mathrm{~Hz}, 1 \mathrm{H}), 5.42$ (d, $J=18.0 \mathrm{~Hz}, 1 \mathrm{H}), 5.33(\mathrm{~s}, 2 \mathrm{H})$.

Step 3:
[0437] A solution of compound $\mathbf{C - 7 . 3}(5 \mathrm{~g})$ in $\mathrm{CH}_{2} \mathrm{Cl}_{2}(100 \mathrm{~mL})$ was cooled to $-78^{\circ} \mathrm{C}$ then $\mathrm{O}_{3}$ was bubbled into this solution. The passage of $\mathrm{O}_{3}$ was continued for a further 30 min until the color turned pale blue and then air was bubbled into the solution for 10 min to remove excess $\mathrm{O}_{3}$. After dropwise addition of $\mathrm{Me}_{2} \mathrm{~S}(2 \mathrm{~mL})$, the solution was kept stirred and warmed to room temperature. The mixture was diluted with water and extracted with DCM. The organic layer was washed with brine and dried over $\mathrm{MgSO}_{4}$. The residue was quickly purified by chromatography to give compound C-7.4 (4 g).

Step 4:
[0438] To a solution of compound C-7.4 (4 g, 1.0 eq.) in MeOH ( $40 \mathrm{~mL}, 10 \mathrm{~V}$ ) was added $\mathrm{NaBH}_{4}\left(1.9 \mathrm{~g}, 3 \mathrm{eq}\right.$.) at $0^{\circ} \mathrm{C}$ in portions. TLC indicated compound $\mathbf{4}$ was consumed completely and LCMS indicated there was desired product. The reaction mixture was quenched by addition $\mathrm{H}_{2} \mathrm{O}$ at $20^{\circ} \mathrm{C}$, and then concentrated under reduced pressure to remove MeOH . Then the mixture was extracted with EtOAc). The combined organic layers were washed with brine, dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered and concentrated under reduced pressure. The residue was purified by column chromatography $\left(\mathrm{SiO}_{2}\right.$, Petroleum ether/Ethyl acetate=1/1 to Ethyl acetate) to give compound C-7.5 (3 g, yield 75\%).

Step 5:
[0439] A round bottomed flask equipped with a stirrer bar was charged with a mixture of compound C-7.5 (4 g, 1.0 eq.), tert-butyl 4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)-3,6-dihydropyridine-1( 2 H )-carboxylate ( $7.7 \mathrm{~g}, 1.5 \mathrm{eq}$.), potassium carbonate ( $6.9 \mathrm{~g}, 3.0 \mathrm{eq}$.), and $\operatorname{Pd}(\mathrm{dppf}) \mathrm{Cl}_{2}(2.4 \mathrm{~g}, 0.2$ eq.). The flask was evacuated and back-filled with nitrogen (x 3 ). The mixture of dioxane- $\mathrm{H}_{2} \mathrm{O}(100 \mathrm{~mL} / 20 \mathrm{~mL})$ was added and kept stirred at $90^{\circ} \mathrm{C}$ for 10 hours. The cooled reaction mixture was diluted with EtOAc and filtered through Celite ${ }^{\mathrm{TM}}$ to remove insoluble material. The filtrate was washed with water, saturated aqueous sodium chloride and then dried over magnesium sulfate, filtered and the filtrate concentrated. The crude material was purified by flash silica chromatography, elution gradient MeOH in DCM. Pure fractions were combined and concentrated to afford compound C-7.6 (5 g, 89\%).

Step 6:
[0440] To a mixture of compound C-7.6 ( $6 \mathrm{~g}, 1 \mathrm{eq}$.) in MeCN ( 60 mL ) was added NBS (3.7,
1.2 eq.) in one portion. The mixture was stirred at $20^{\circ} \mathrm{C}$ for 16 h . The mixture was concentrated in vacuum and the crude material was purified by flash silica chromatography, elution gradient MeOH in DCM to give compound C-7.7 was obtained as a white solid ( $6.6 \mathrm{~g}, 90 \%$ yield). [0441] ${ }^{1} \mathrm{H}$ NMR ( 600 MHz , Chloroform-d) $\delta 7.87$ (d, $J=7.9 \mathrm{~Hz}, 1 \mathrm{H}$ ), 7.66 (d, $J=7.9 \mathrm{~Hz}, 1 \mathrm{H}$ ), $5.25(\mathrm{~s}, 2 \mathrm{H}), 5.16(\mathrm{~d}, J=13.0 \mathrm{~Hz}, 1 \mathrm{H}), 5.05(\mathrm{~d}, J=13.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.25(\mathrm{~m}, 2 \mathrm{H}), 4.08-3.81(\mathrm{~m}$, 2H), 3.33 (m, 1H), $2.68-2.56(\mathrm{~m}, 1 \mathrm{H}), 1.65(\mathrm{~d}, J=13.9 \mathrm{~Hz}, 1 \mathrm{H}), 1.50(\mathrm{~s}, 9 \mathrm{H})$.

Step 7:
[0442] To a solution of compound C-7.7 ( $500 \mathrm{mg}, 1.0 \mathrm{eq}$.) in toluene ( 10 mL ) and MeOH ( 1 mL ) was added $\mathrm{n}-\mathrm{Bu}_{3} \mathrm{SnH}$ ( 5.0 eq .) and AIBN ( 0.1 eq .). The mixture was heated to reflux and stirred overnight. After cooling down, an additional n-Bu $33 \mathrm{SnH}(5.0 \mathrm{eq}$.) was added into above mixture and kept stirred at $100^{\circ} \mathrm{C}$ for another 12 h . TLC showed no starting material remained and the reaction mixture was poured into saturated aq. KF solution ( 100 mL ) and stirred for 1 h. Then, the reaction mixture was filtered and extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. The crude product was purified by silica gel column chromatography ( $\mathrm{PE}: \mathrm{EA}=4: 1$ ) to give compound $\mathbf{C - 7 . 8}$ was obtained as a white solid ( $60 \%$ yield). LC-MS: $346[\mathrm{M}+\mathrm{H}]^{+} ;{ }^{1} \mathrm{H}$ NMR ( $600 \mathrm{MHz}, \mathrm{DMSO}-\mathrm{d}_{6}$ ) $\delta 7.78(\mathrm{~d}, J=7.8 \mathrm{~Hz}, 1 \mathrm{H}), 7.57$ (d, $J=7.8 \mathrm{~Hz}, 1 \mathrm{H}), 5.39(\mathrm{~s}, 2 \mathrm{H}), 5.09(\mathrm{~s}, 2 \mathrm{H}), 3.98$ (brs, 2H), 3.07 (brs, 2H), $1.88(\mathrm{td}, \mathrm{J}=13.1$, $4.9 \mathrm{~Hz}, 2 \mathrm{H}$ ), 1.64 (dd, J = 13.8, 2.4 Hz, 2H), 1.43 (s, 9H).

Step 8:
[0443] To a solution of compound C-7.8 ( $1.25 \mathrm{~g}, 1 \mathrm{eq}$.) in tetrahydrofuran ( 10 mL ) and water $(10 \mathrm{~mL})$ was added sodium hydroxide ( $720 \mathrm{mg}, 5 \mathrm{eq}$.). The mixture was stirred at $20^{\circ} \mathrm{C}$ for 16 h. TLC (ethyl acetate: hexane $=1: 1$ ) showed reaction was complete. The mixture was adjusted to $\mathrm{pH}=5-6$ with aq. hydrochloric acid $(1 \mathrm{M})$ and extracted with ethyl acetate. The organic layer was washed with brine and dried over sodium sulfate. The crude material 9 was not further purified and used as crude for the next step.

Step 9:
[0444] To a solution of compound $\mathbf{C - 7 . 9}$ ( 1 g , crude, 1 eq .) in dichloromethane ( 50 mL ) was added manganese dioxide ( 20 eq .). The mixture was stirred at $20^{\circ} \mathrm{C}$ for about 1 h . TLC showed reaction was complete. The mixture was diluted with dichloromethane and MeOH , then filtered through a pad of Celite. The filtrate was concentrated in vacuum and the crude product C-7.10 ( 0.6 g , crude) was used directly in the next step.

Step 10:
[0445] To a mixture of compound C-7.10 ( 300 mg , crude, 1.0 eq .) in methanol ( 5 mL ) and dichloromethane ( 5 mL ) was added 3-aminopiperidine-2,6-dione ( $162 \mathrm{mg}, 1.5 \mathrm{eq} ., \mathrm{HCl}$ salt),
$\mathrm{AcONa}\left(204 \mathrm{mg}, 3.0 \mathrm{eq}\right.$.) and $\mathrm{AcOH}\left(150 \mu \mathrm{~L}, 3.0 \mathrm{eq}\right.$.). The mixture was stirred at $20^{\circ} \mathrm{C}$ for 1 h , then sodium cyanoborohydride ( $104 \mathrm{mg}, 2.0 \mathrm{eq}$.) was added and the mixture was further stirred for 30 min . LCMS showed the reaction was complete. Next, the reaction mixture was concentrated under reduced pressure to give a residue which was purified by pre-HPLC ( $20 \%$ $\sim 50 \% \mathrm{ACN}$, neutral). The desired product C-7.11 was obtained as a white solid 120 mg after lyophilization.

Step 11:
[0446] To a solution of compound C-7.11 ( 180 mg 1.0 equiv) in DMF ( 3 mL ) was added HATU ( $216 \mathrm{mg}, 1.5$ equiv) and DIPEA ( $0.2 \mathrm{~mL}, 3.0$ equiv) at $0^{\circ} \mathrm{C}$, and the reaction was stirred at rt for 30 min . UPLC-MS indicated a new main peak with desired MS formed, then quenched with water and the mixture was extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. The target compound C-7.12 was obtained as a brown solid ( $100 \mathrm{mg}, 60 \%$ yield).
[0447] LC-MS: $456[\mathrm{M}+\mathrm{H}]^{+},{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO-d6) $\delta 11.01$ (s, 1H), 7.66 (d, J = 7.7 $\mathrm{Hz}, 1 \mathrm{H}), 7.47(\mathrm{~d}, \mathrm{~J}=7.7 \mathrm{~Hz}, 1 \mathrm{H}), 5.16-5.11(\mathrm{~m}, 1 \mathrm{H}), 5.08(\mathrm{~m}, 2 \mathrm{H}), 4.44(\mathrm{~d}, \mathrm{~J}=17.4 \mathrm{~Hz}, 1 \mathrm{H})$, $4.29(\mathrm{~d}, \mathrm{~J}=17.4 \mathrm{~Hz}, 1 \mathrm{H}), 3.98(\mathrm{~m}, 2 \mathrm{H}), 3.04(\mathrm{~m}, 3 \mathrm{H}), 2.60(\mathrm{~d}, \mathrm{~J}=17.0 \mathrm{~Hz}, 1 \mathrm{H}), 2.42-2.31$ $(\mathrm{m}, 1 \mathrm{H}), 2.04-1.93(\mathrm{~m}, 1 \mathrm{H}), 1.92-1.80(\mathrm{~m}, 2 \mathrm{H}), 1.64(\mathrm{~m}, 2 \mathrm{H}), 1.43(\mathrm{~s}, 9 \mathrm{H})$.
Step 12:
[0448] Compound C-7.12 was treated with TFA in DCM at room temperature to de-protect the N -Boc group to provide the cereblon ligand $\mathbf{B 0}$.
LC/MS (ESI) m/z: 355.1.

## Compound B1.



Step 1-2:
[0449] To a solution of pyridin-4-ylmethanol (C-1.1, $100 \mathrm{~g}, 916 \mathrm{mmol}, 1.0 \mathrm{eq}$.) in DMF ( 400 mL ) was added $\operatorname{BnBr}(172 \mathrm{~g}, 1008 \mathrm{mmol}, 1.1 \mathrm{eq}$.$) . The mixture was allowed to heat to 100^{\circ} \mathrm{C}$ and stirred 3 h . TLC showed no starting material remained and a new spot formed. The residue was dissolved in $\mathrm{EtOH}(1500 \mathrm{~mL}$ ), then 45 g of sodium borohydride ( $1191 \mathrm{mmol}, 1.3 \mathrm{eq}$. ) was added portionwise at $0^{\circ} \mathrm{C}$. The mixture was continued to stir at $0^{\circ} \mathrm{C}$ for 1 h and then at reflux for 2 h . The solvent was evaporated under reduced pressure, then water was added, and the mixture was extracted with EA. The combined organic phases were dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and evaporated. The residue was purified by flash chromatograph ( $\mathrm{DCM}: \mathrm{MeOH}=100: 0-30: 1$ ) to afford 107 g of product $\mathbf{C}-\mathbf{1 . 4}$ (Viscous oil, 2 steps, yield 80\%). LC-MS: $204[\mathrm{M}+\mathrm{H}]^{+} ;{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroform-d) $\delta 7.41-7.28(\mathrm{~m}, 5 \mathrm{H}), 5.65(\mathrm{dt}, \mathrm{J}=3.3,1.7 \mathrm{~Hz}, 1 \mathrm{H}), 4.03(\mathrm{~s}, 2 \mathrm{H})$, $3.62(\mathrm{~s}, 2 \mathrm{H}), 3.07-2.92(\mathrm{~m}, 2 \mathrm{H}), 2.63(\mathrm{t}, \mathrm{J}=5.8 \mathrm{~Hz}, 2 \mathrm{H}), 2.12(\mathrm{~m}, 2 \mathrm{H})$.

Step 3:
[0450] To a solution of 5-Bromo-3H-isobenzofuran-1-one ( $\mathbf{C - 1 . 5}$ ) ( $100 \mathrm{~g}, 1 \mathrm{eq}$.) in trifluoromethanesulfonic acid ( $1000 \mathrm{~g}, 10 \mathrm{~V}$ ) was added NIS ( $125 \mathrm{~g}, 1.2 \mathrm{eq}$.) at $0^{\circ} \mathrm{C}$ in portions. The mixture was allowed to warm to room temperature and stirred overnight. TLC showed no starting material remained and two new spots formed. The reaction mixture was poured into ice-water and yellow solid precipitated. The mixture was filtered, and the filter cake was washed with ice cold water. The filter cake was dried and obtained as a yellow solid ( 100 g ,
yield $\mathbf{6 2 \%}$ ), to be a mixture of product $\mathbf{C - 1 . 6}$ (top spot on TLC) and product $\mathbf{C - 1 . 6 b}$ (bottom spot on TLC, which was not further reacted in next step).

Step 4:
[0451] To a mixture of compound $\mathbf{C - 1 . 6}$ ( $100 \mathrm{~g}, 1 \mathrm{eq}$.), sodium hydroxide ( $57.5 \mathrm{~g}, 5 \mathrm{eq}$.) in water ( $1000 \mathrm{~mL}, 1.5 \mathrm{M}$ ) and N,N-dimethylacetamide ( 600 mL ) was added cuprous oxide ( 8.5 $\mathrm{g}, 0.2 \mathrm{eq}$.). The reaction mixture was heated to $80^{\circ} \mathrm{C}$ and stirred for 12 h . TLC showed the compound C-1.6 (top spot on TLC) was completely consumed. The reaction mixture was poured into water ( 1000 mL ) and treated with solid $\mathrm{K}_{2} \mathrm{CO}_{3}$ until $\mathrm{pH} 8-9$, and extracted with EA. The aqueous layer neutralized using $1(\mathrm{~N})$ hydrochloride solution and extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate and evaporated. The crude product was purified by silica gel column chromatography to give compound $\mathbf{C - 1 . 7}$ was obtained as a yellow solid ( $42 \mathrm{~g}, 39 \%$ yield). LC/MS (ESI) m/z: 228.94; ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO-d $d_{6}$ ) $\delta 10.90(\mathrm{~s}, 1 \mathrm{H}), 7.72(\mathrm{~d}, J=8.0 \mathrm{~Hz}, 1 \mathrm{H}), 7.23(\mathrm{~d}, J=8.0 \mathrm{~Hz}, 1 \mathrm{H}), 5.35(\mathrm{~s}, 2 \mathrm{H})$. Step 5:
[0452] To a solution of compound $\mathbf{C - 1 . 7}$ (20 g, 1.0 eq .) in 200 mL of THF, compound $\mathbf{C - 1 . 4}$ ( $23.1 \mathrm{~g}, 1.3 \mathrm{eq}$.) and $\mathrm{PPh}_{3}$ ( $34.4 \mathrm{~g}, 1.55 \mathrm{eq}$.) was added. The reaction mixture was cooled to $0^{\circ} \mathrm{C}$ and DIAD ( $27.1 \mathrm{~mL}, 1.55 \mathrm{eq}$.) was added dropwise. The resultant mixture was then stirred overnight at room temperature. The solvent was evaporated at reduced pressure and the crude product was purified by silica gel column chromatography using $0-100 \%$ EtOAc/hexane. The desired product $\mathbf{C - 1 . 8}$ was obtained as a yellow foam ( 17.7 g , yield $49 \%$ ). LC-MS: $414 / 416[\mathrm{M}+\mathrm{H}]^{+} ;{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroform-d) $\delta 7.74$ (d, $J=8.0 \mathrm{~Hz}$, $1 \mathrm{H}), 7.51(\mathrm{~d}, J=8.0 \mathrm{~Hz}, 1 \mathrm{H}), 7.41-7.29(\mathrm{~m}, 5 \mathrm{H}), 5.79(\mathrm{dt}, \mathrm{J}=3.5,1.8 \mathrm{~Hz}, 1 \mathrm{H}), 5.41(\mathrm{~s}, 2 \mathrm{H})$, $4.52(\mathrm{~s}, 2 \mathrm{H}), 3.63(\mathrm{~s}, 2 \mathrm{H}), 3.04(\mathrm{dt}, \mathrm{J}=3.1,1.5 \mathrm{~Hz}, 2 \mathrm{H}), 2.68(\mathrm{t}, \mathrm{J}=5.7 \mathrm{~Hz}, 2 \mathrm{H}), 2.42-2.29$ (m, 2H).

Step 6:
[0453] To a solution of $\mathbf{C - 1 . 8}$ ( $14.8 \mathrm{~g}, 35.7 \mathrm{mmol}, 1.0 \mathrm{eq}$.) in toluene ( 150 mL ) was added n $\mathrm{Bu}_{3} \mathrm{SnH}(41.6 \mathrm{~g}, 142.9 \mathrm{mmol}, 4.0 \mathrm{eq}$.) and $\operatorname{AIBN}(0.6 \mathrm{~g}, 3.57 \mathrm{mmol}, 0.1 \mathrm{eq}$.). The mixture was heated to reflux and stirred overnight. TLC (PE:EA = 1:1) showed no starting material remained and new spots formed. The reaction mixture was poured into saturated aq. KF solution ( 100 mL ) and stirred overnight. Then, the reaction mixture was extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. The crude product was purified by silica gel column chromatography ( $\mathrm{DCM}: \mathrm{MeOH}=50: 1$ ) to give compound $\mathbf{C - 1 . 9}$ was obtained as a white solid ( $7.1 \mathrm{~g}, 60 \%$ yield). LC-MS: $336[\mathrm{M}+\mathrm{H}]{ }^{+} ;{ }^{1} \mathrm{H}$ NMR ( 400 MHz ,

Chloroform-d) $\delta 7.48(\mathrm{~d}, J=7.7 \mathrm{~Hz}, 1 \mathrm{H}), 7.38-7.31(\mathrm{~m}, 5 \mathrm{H}), 7.30(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 5.25$ $(\mathrm{s}, 2 \mathrm{H}), 4.51(\mathrm{~s}, 2 \mathrm{H}), 3.55(\mathrm{~s}, 2 \mathrm{H}), 2.93(\mathrm{~m}, 2 \mathrm{H}), 2.12-1.96(\mathrm{~m}, 4 \mathrm{H}), 1.81-1.70(\mathrm{~m}, 2 \mathrm{H}),{ }^{13} \mathrm{C}$ NMR ( 126 MHz , Chloroform-d) $\delta$ 171.0, 153.45, 141.50, 138.11, 129.27, 128.47, 127.56, $127.37,127.13,124.24,118.54,81.96,67.44,63.51,50.83,44.94,36.75$.

Step 7-8:
[0454] To a solution of $\mathbf{C - 1 . 9}(10 \mathrm{~g}, 29.8 \mathrm{mmol}, 1.0 \mathrm{eq}$.$) in DCE ( 100 \mathrm{~mL}$ ) was added $\alpha$ chloroethyl chloroformate (ACE-Cl, 1.0 eq.) at $0{ }^{\circ} \mathrm{C}$ and then refluxing the mixture for 1 h . The intermediate ACE-piperidine formed and is usually deactylated directly to $\mathbf{C - 1 . 1 0}$ by evaporating the reaction mixture in vacuo and then heating the residue in MeOH . The residue was dissolved in THF ( 100 mL ), then 4.5 g of triethylamine ( $44.7 \mathrm{mmol}, 1.5 \mathrm{eq}$.) and $\mathrm{Boc}_{2} \mathrm{O}$ ( $38.7 \mathrm{mmol}, 1.3 \mathrm{eq}$.) was added. The mixture was continued to stir for 3 h at room temperature. The solvent was evaporated under reduced pressure, then water was added, and the mixture was extracted with EA. The combined organic phases were dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$ and evaporated. The residue was purified by flash chromatograph to afford 6.0 g of product $\mathbf{C - 1 . 1 1}$ ( 2 steps, yield 60\%). LC-MS: $346[\mathrm{M}+\mathrm{H}]^{+}$; LC-MS: $346[\mathrm{M}+\mathrm{H}]^{+} ;{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroform-d) $\delta 7.49(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 7.25(\mathrm{~d}, J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 5.25(\mathrm{~s}, 2 \mathrm{H}), 4.55(\mathrm{~s}, 2 \mathrm{H}), 4.24-4.01(\mathrm{~m}$, $2 \mathrm{H}), 2.86(\mathrm{~m}, 2 \mathrm{H}), 1.87(\mathrm{dd}, J=12.7,4.6 \mathrm{~Hz}, 2 \mathrm{H}), 1.74(\mathrm{~d}, J=13.5 \mathrm{~Hz}, 2 \mathrm{H}), 1.48(\mathrm{~s}, 9 \mathrm{H})$. Step 9:
[0455] To a solution of compound $\mathbf{C - 1 . 1 1}$ ( $15 \mathrm{~g}, 1 \mathrm{eq}$.) in tetrahydrofuran ( 100 mL ) and water ( 100 mL ) was added sodium hydroxide ( $8.7 \mathrm{~g}, 5 \mathrm{eq}$ ). The mixture was stirred at $20^{\circ} \mathrm{C}$ for 16 h. TLC (ethyl acetate: hexane $=1: 1$ ) showed reaction was complete. The mixture was adjusted to $\mathrm{pH}=5-6$ with aq. hydrochloric acid $(1 \mathrm{M})$ and extracted with ethyl acetate. The organic layer was washed with brine and dried over sodium sulfate. The crude product $\mathbf{C - 1 . 1 2}$ was not further purified and used as crude for the next step.

Step 10:
[0456] To a solution of compound $\mathbf{C - 1 . 1 2}$ ( 15 g , crude, 1 eq .) in dichloromethane ( 300 mL ) was added manganese dioxide ( 20 eq .). The mixture was stirred at $20^{\circ} \mathrm{C}$ for about 1 h . TLC showed reaction was complete. The mixture was diluted with dichloromethane and filtered through a pad of Celite. The filtrate was concentrated in vacuum. The crude product was purified by silica gel column chromatography ( DCM : $\mathrm{MeOH}=10: 1$ ). The desired compound C-1.13 was obtained as yellow solid. ( $8 \mathrm{~g}, 2$ steps, $60 \%$ ). LC-MS: $362[\mathrm{M}+\mathrm{H}]^{+} ;{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroform-d) $\delta 7.45$ (d, $J=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 7.31$ (d, $J=7.6 \mathrm{~Hz}, 1 \mathrm{H}$ ), 6.79 (brs, 1 H ), 4.60 (s, 2H), 4.11 (m, 2H), 2.86 (m, 2H), $1.97-1.70(\mathrm{~m}, 4 \mathrm{H}), 1.47(\mathrm{~s}, 9 \mathrm{H})$.
[0457] To a mixture of compound C-1.13 (3 g, 1.0 eq.) in methanol ( 20 mL ) and dichloromethane ( 20 mL ) was added 3 -aminopiperidine-2,6-dione ( $4.0 \mathrm{~g}, 3 \mathrm{eq}$. ., TFA salt), AcONa ( $3.08 \mathrm{~g}, 6.0 \mathrm{eq}$.) and $\mathrm{AcOH}\left(5.1 \mathrm{~mL}, 10.0 \mathrm{eq}\right.$.). The mixture was stirred at $25^{\circ} \mathrm{C}$ for 2 h , then sodium cyanoborohydride ( $1.57 \mathrm{~g}, 3.0 \mathrm{eq}$.) was added and the mixture was further stirred for 30 min . LCMS showed the reaction was complete. Next, the reaction mixture was quenched with water and concentrated under reduced pressure to give a residue which was redissolved in acetonitrile and water ( $1: 1,30 \mathrm{~mL}$ ). The solution was mixed well at beginning. After standing at $0-5^{\circ} \mathrm{C}$ overnight, the mixture was filtered, and the filter cake was washed with acetonitrile and water ( $1: 1$ ) and vacuum dried to afford the crude product $\mathbf{C - 1 . 1 4}$ as a solid ( 900 mg , yield $=60 \%$ ). LC-MS: $374[\mathrm{M}+\mathrm{H}]^{+}$.

Step 12:
[0458] To a solution of compound C-1.14 ( 900 mg 1.0 equiv) in DMF ( 15 mL ) was added HATU ( $795 \mathrm{mg}, 1.1$ equiv) and DIPEA ( $0.72 \mathrm{~mL}, 3.0$ equiv), and the reaction was stirred at rt for 30 min . UPLC-MS indicated a new main peak with desired MS formed, then quenched with water and the mixture was extracted with ethyl acetate, washed with brine, and then dried over sodium sulfate. Compounds C-1.15 was obtained as a brown solid ( $675 \mathrm{mg}, 75 \%$ yield). LC/MS (ESI) m/z: $456.21 .{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroform- $d$ ) $\delta 8.00$ ( $\mathrm{s}, 1 \mathrm{H}$ ), 7.50 (d, $J=7.7$ $\mathrm{Hz}, 1 \mathrm{H}), 7.28$ (s, 1H), 5.23 (dd, $J=13.3,5.1 \mathrm{~Hz}, 1 \mathrm{H}), 4.55(\mathrm{~d}, J=1.4 \mathrm{~Hz}, 2 \mathrm{H}), 4.46(\mathrm{~d}, J=$ $16.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.32(\mathrm{~d}, J=16.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.15(\mathrm{~s}, 2 \mathrm{H}), 3.01-2.77(\mathrm{~m}, 4 \mathrm{H}), 2.38(\mathrm{dd}, J=13.1$, $5.0 \mathrm{~Hz}, 1 \mathrm{H}), 2.29-2.17(\mathrm{~m}, 1 \mathrm{H}), 1.92(\mathrm{t}, J=12.5 \mathrm{~Hz}, 2 \mathrm{H}), 1.83-1.72(\mathrm{~m}, 2 \mathrm{H}), 1.52(\mathrm{~s}, 9 \mathrm{H})$. Step 13:
[0459] Compound $\mathbf{C - 1 . 1 5}$ was treated with TFA in DCM at room temperature to de-protect the N-Boc group to provide the cereblon ligand C-1. LC/MS (ESI) m/z: 356.15. ${ }^{1} \mathrm{H}$ NMR ( 400 $\left.\mathrm{MHz}, \mathrm{CDCl}_{3}\right) \delta 8.00(\mathrm{~s}, 1 \mathrm{H}), 7.50(\mathrm{~d}, J=7.7 \mathrm{~Hz}, 1 \mathrm{H}), 7.28(\mathrm{~s}, 1 \mathrm{H}), 5.23(\mathrm{dd}, J=13.3,5.1 \mathrm{~Hz}$, $1 \mathrm{H}), 4.55(\mathrm{~d}, J=1.4 \mathrm{~Hz}, 2 \mathrm{H}), 4.46(\mathrm{~d}, J=16.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.32(\mathrm{~d}, J=16.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.15(\mathrm{~s}, 2 \mathrm{H})$, $3.01-2.77(\mathrm{~m}, 4 \mathrm{H}), 2.38(\mathrm{dd}, J=13.1,5.0 \mathrm{~Hz}, 1 \mathrm{H}), 2.29-2.17(\mathrm{~m}, 1 \mathrm{H}), 1.92(\mathrm{t}, J=12.5 \mathrm{~Hz}$, $2 \mathrm{H}), 1.83-1.72(\mathrm{~m}, 2 \mathrm{H})$.

Compound B2: (S)-3-( $6^{\prime}$-oxo- $1^{\prime}, 2^{\prime}, 6^{\prime}, 8^{\prime}$-tetrahydro- $7^{\prime} \mathrm{H}$-spiro[piperidine-4, $3^{\prime}$-pyrrolo[3,4-g]indol]-7’-yl)piperidine-2,6-dione ( $\mathbf{C - 3}$ );
Compound B3: (S)-3-(1'-methyl-6'-oxo- $1^{\prime}, 2^{\prime}, 6^{\prime}, 8^{\prime}$ 'tetrahydro- $7^{\prime} \mathrm{H}$-spiro[piperidine-4,3'-pyrrolo[3,4-g]indol]-7'-yl)piperidine-2,6-dione (C-5).


Step 1:
[0460] To a solution of 5 -Bromo- 3 H -isobenzofuran-1-one (1) (10 $\mathrm{g}, 1 \mathrm{eq}$.) in trifluoromethanesulfonic acid ( $100 \mathrm{~g}, 10 \mathrm{~V}$ ) was added NIS $\left(12.5 \mathrm{~g}, 1.2 \mathrm{eq}\right.$.) at $0^{\circ} \mathrm{C}$ in portions. The mixture was allowed to warm to room temperature and stirred overnight. TLC showed no starting material remained and two new spots formed. The reaction mixture was poured into ice-water and yellow solid precipitated. The mixture was filtered and the filter cake was washed with ice cold water. The filter cake was dried and obtained as a yellow solid ( 10 g , yield $62 \%$ ), to be a mixture of product $\mathbf{2}$ (top spot on TLC) and product $\mathbf{2 b}$ (bottom spot on TLC, which was not further reacted in next step).
Step 2:
[0461] Compound 3 was made according to the procedure reported (Bioorg. Med. Chem. Lett. 2016, 26, 228-234). To a flask containing compound 2 ( $500 \mathrm{mg}, 1.0 \mathrm{eq}$.), compound 3 ( 377 $\mathrm{mg}, 1.2 \mathrm{eq}$.), $\mathrm{Pd}_{2}$ (dba) $)_{3}\left(136 \mathrm{mg}, 0.1 \mathrm{eq}\right.$.), Xantphos ( $257 \mathrm{mg}, 0.3 \mathrm{eq}$.) and $\mathrm{Cs}_{2} \mathrm{CO}_{3}(1447 \mathrm{mg}$, 3.0 eq .) was added Toluene ( 15 mL ). The reaction was evacuated and backfilled with $\mathrm{N}_{2}$ three times. The reaction was stirred at $80^{\circ} \mathrm{C}$ for 6 h and then was allowed to cool to room
temperature and filtered. The filtrate was evaporated, and the residue was purified by silica gel chromatography ( $0-25 \%$ ethyl acetate in hexane) to afford product 4 as a light yellow powder 316 mg (yiled $=51 \%$ ).
[0462] LC-MS: $323.14[\mathrm{M}+\mathrm{H}]+$. 1H NMR ( 400 MHz , Chloroform-d) $\delta 7.61$ (d, J = 8.0 Hz , $1 \mathrm{H}), 7.17(\mathrm{~d}, \mathrm{~J}=7.9 \mathrm{~Hz}, 1 \mathrm{H}), 5.64-5.53(\mathrm{~m}, 1 \mathrm{H}), 5.36(\mathrm{~s}, 2 \mathrm{H}), 3.93-3.79(\mathrm{~m}, 4 \mathrm{H}), 3.53(\mathrm{t}, \mathrm{J}$ $=5.7 \mathrm{~Hz}, 2 \mathrm{H}), 2.17-2.05(\mathrm{~m}, 2 \mathrm{H}), 1.46(\mathrm{~s}, 9 \mathrm{H})$.

Step 3 and step 4:
[0463] To a solution of compound 4 ( $300 \mathrm{mg}, 1.0 \mathrm{eq}$.) and AIBN ( $35 \mathrm{mg}, 0.3 \mathrm{eq}$.) in Toluene $(10 \mathrm{~mL})$ was added $\mathrm{Bu}_{3} \mathrm{SnH}\left(954 \mathrm{uL}, 5.0\right.$ eq.). The reaction was stirred at $110^{\circ} \mathrm{C}$ in a sealed tube for 24 h . Then cooled to room temperature, quenched with saturated aq. KF solution (20 mL ) and kept the mixture stirring overnight. The result mixture was extracted with ethyl acetate ( 3 times). The combined organic layers were washed with brine ( 3 times), dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated under reduced pressure to give a crude mixture. The mixture was purified by silica gel chromatography ( $0-30 \%$ ethyl acetate in hexane) to afford the crude product 5 as a light-yellow oil ( 90 mg ).
[0464] LC-MS: $343.37[\mathrm{M}+\mathrm{H}]^{+}$.
[0465] To a solution of compound $5(90 \mathrm{mg})$ in $\mathrm{MeOH}(5 \mathrm{~mL})$ was added $\mathrm{Pd} / \mathrm{C}(90 \mathrm{mg})$. The reaction was evacuated and backfilled with $\mathrm{H}_{2}$ and stirred at room temperature under $\mathrm{H}_{2}$ atmosphere for 6 h . Then filtered through celite and the filtration was concentrated under reduced pressure to give the cude product, which is purified by silica gel chromatography ( 0 $50 \%$ ethyl acetate in hexane) to afford the compound $\mathbf{6}$ as a white solid ( $50 \mathrm{mg}, 20 \%$ yield for steps 3 and 4).
[0466] LC-MS: $345.22[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, Chloroform- $d$ ) $\delta 7.37$ (d, $J=7.6 \mathrm{~Hz}$, $1 \mathrm{H}), 7.19$ (d, J=7.6 Hz, 1H), 5.20 (s, 2H), $4.19-4.04$ (m, 2H), 3.67 ( $\mathrm{s}, 2 \mathrm{H}$ ), 3.00-2.77 (m, $2 \mathrm{H}), 1.91-1.68(\mathrm{~m}, 4 \mathrm{H}), 1.48(\mathrm{~s}, 9 \mathrm{H}) .{ }^{13} \mathrm{C}$ NMR ( $101 \mathrm{MHz}, \mathrm{CDCl}_{3}$ ) $\delta 171.42,154.87,143.02$, $142.81,128.22,126.10,123.66,117.49,79.98,67.97,56.18,44.96,40.85,35.64,28.54$. Step 5:
[0467] To a solution of 6 ( $48 \mathrm{mg}, 1.0$ equiv) in $\mathrm{THF} / \mathrm{MeOH} / \mathrm{H} 2 \mathrm{O}(2 \mathrm{~mL} / 2 \mathrm{~mL} / 1 \mathrm{~mL})$ was added NaOH ( $111 \mathrm{mg}, 20$ equiv). The reaction was stirred at rt overnight, then concentrated to remove most of the $\mathrm{THF} / \mathrm{MeOH}$. The residue was diluted with 1 mL water, followed by neutralization with 2 N aq HCl to PH 4-6, then extracted with EA ( $5 \mathrm{~mL}, 6$ times). The combined organic layer was washed with brine, filtered, dried with $\mathrm{Na}_{2} \mathrm{SO}_{4}$, and concentrated under reduced pressure to give the crude product 7 as a light-yellow oil 50 mg , which was directly used in the next step.
[0468] LC-MS: $363.28[\mathrm{M}+\mathrm{H}]^{+}$.
Step 6:
[0469] To a solution of $7\left(40 \mathrm{mg}, 1.0\right.$ equiv) in $\mathrm{DCM}(5 \mathrm{~mL})$ was added $\mathrm{NaHCO}_{3}(28 \mathrm{mg}, 3.0$ eq.), followed by add DMP ( $47 \mathrm{mg}, 1.0$ equiv) potionwise. 10 min Later, the reaction mixture was diluted with DCM and washed with brine, dried over $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated to afford the crude product $\mathbf{8}$ as a yellow oil 40 mg , which was directly used in the next step. LC-MS: $361.27[\mathrm{M}+\mathrm{H}]^{+}$.

Step 7:
[0470] To a solution of 9 ( $73 \mathrm{mg}, 4.0$ equiv) and $\mathrm{NaOAc}(28 \mathrm{mg}, 4$ equiv) in $\mathrm{MeOH}(4 \mathrm{~mL})$ was added 8 ( $40 \mathrm{mg}, 1.0$ equiv) and $\mathrm{AcOH}\left(317 \mathrm{uL}, 50 \mathrm{eq}\right.$ ). 15 min Later, $\mathrm{NaBH}_{3} \mathrm{CN}$ ( 34.5 $\mathrm{mg}, 5.0 \mathrm{eq}$.) was added, and the resulted mixture was stirred at $40^{\circ} \mathrm{C}$ for 3 h . The reaction mixture was concentrated to remove some MeOH , and then purified by pre-HPLC to give the Boc-protected $\mathbf{C}-\mathbf{3}$, which is further treated with TFA and concentrated to remove TFA. The final compound $\mathbf{C - 3}$ was obtained as a white solid 10 mg .
[0471] LC-MS: $423.16[\mathrm{M}+\mathrm{H}]^{+} .{ }^{1} \mathrm{HNMR}\left(400 \mathrm{MHz}\right.$, Methanol- $\left.d_{4}\right) \delta 7.28-7.17(\mathrm{~m}, 2 \mathrm{H}), 5.14$ (dd, $J=13.3,5.2 \mathrm{~Hz}, 1 \mathrm{H}), 4.39-4.23(\mathrm{~m}, 2 \mathrm{H}), 3.67(\mathrm{~s}, 2 \mathrm{H}), 3.51-3.39(\mathrm{~m}, 2 \mathrm{H}), 3.25-3.12$ $(\mathrm{m}, 2 \mathrm{H}), 2.98-2.84(\mathrm{~m}, 1 \mathrm{H}), 2.84-2.72(\mathrm{~m}, 1 \mathrm{H}), 2.56-2.39(\mathrm{~m}, 1 \mathrm{H}), 2.23-1.96(\mathrm{~m}, 5 \mathrm{H})$. Step 8:
[0472] To a solution of 9 ( $18 \mathrm{mg}, 4.0$ equiv) and NaOAc ( $6.9 \mathrm{mg}, 4$ equiv) in MeOH ( 3 mL ) was added 8 ( $40 \mathrm{mg}, 1.0$ equiv) and $\mathrm{AcOH}(0.5 \mathrm{~mL}) .15 \mathrm{~min}$ Later, $\mathrm{NaBH}_{3} \mathrm{CN}$ ( $34.5 \mathrm{mg}, 20$ eq.) was added in potionwise, and the resulted mixture was stirred at $40^{\circ} \mathrm{C}$ for overnight. The reaction mixture was concentrated to remove some MeOH , and then purified by pre-HPLC to give the Boc-protected $\mathbf{C - 5}$, which is further treated with TFA and concentrated to remove TFA. The final compound $\mathbf{C - 5}$ was obtained as a gray solid 4.7 mg .
[0473] LC-MS: $469.26[\mathrm{M}+\mathrm{H}]^{+}{ }^{1}{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Methanol- $d_{4}$ ) $\delta 7.21$ (s, 2H), 5.14 (dd, J $=13.3,5.2 \mathrm{~Hz}, 1 \mathrm{H}), 4.72-4.55(\mathrm{~m}, 2 \mathrm{H}), 3.51-3.39(\mathrm{~m}, 4 \mathrm{H}), 3.24-3.13(\mathrm{~m}, 2 \mathrm{H}), 2.99(\mathrm{~s}$, $3 \mathrm{H}), 2.96-2.83(\mathrm{~m}, 1 \mathrm{H}), 2.83-2.74(\mathrm{~m}, 1 \mathrm{H}), 2.60-2.46(\mathrm{~m}, 1 \mathrm{H}), 2.22-2.03(\mathrm{~m}, 3 \mathrm{H}), 2.03$ $-1.94(\mathrm{~m}, 2 \mathrm{H})$.

## - Biological Assay

[0474] The biological activities of the compounds of the present application can be assessed with methods and assays known in the art.

In vitro Assay: IC50 Measurements for binding to CRBN/DDB1
[0475] The binding potency was determined using HTRF assay technology (Perkin Elmer). Compounds were serially diluted in DMSO and $0.2 \mu \mathrm{~L}$ volume was transferred to white 384 well plate. The reaction was conducted in total volume of $20 \mu \mathrm{~L}$ with addition of 2 nM His tagged CRBN+DDB-DLS7+CXU4 (Wuxi, catalogue \# RP210521GA) to compounds followed by addition of 60 nM Fluorescent probe Cy5-labeled Thalidomide (Tenova Pharma, catalogue \# T52461), and 0.4 nM of MAb Anti-6HIS Tb cryptate Gold (Cisbio, catalogue \# 61HI2TLA in the assay buffer ( 50 mM HEPES $\mathrm{pH} 7.5,1 \mathrm{mM}$ TCEP, $0.01 \%$ Brij- $35,50 \mathrm{mM} \mathrm{NaCl}$, and $0.1 \%$ BSA). After one hour incubation at room temperature, the HTRF signals were read on Envision reader (Perkin Elemer). Data were analyzed using XLfit using four parameters dose response curve to determine $\mathrm{IC}_{50}$ s and shown in Table E1.
Table E1. CRBN binding IC50

| Example | CRBN Binding <br> $\mathbf{I C} \mathbf{5 0}(\boldsymbol{\mu} \mathbf{M})$ |
| :---: | :---: |
| $\mathbf{A 1}$ | 0.94 |
| $\mathbf{A 2}$ | NT |
| $\mathbf{A 3}$ | 0.27 |
| $\mathbf{A 4}$ | 0.096 |
| $\mathbf{A 5}$ | 3.8 |
| $\mathbf{A 6}$ | 2.2 |
| $\mathbf{A 7}$ | 3.0 |
| $\mathbf{A 8}$ | 0.75 |
| $\mathbf{A 9}$ | 0.21 |
| $\mathbf{A 1 0}$ | 1.1 |
| $\mathbf{A 1 1}$ | 0.62 |
| $\mathbf{A 1 2}$ | 1.3 |
| $\mathbf{A 1 3}$ | 5.2 |
| $\mathbf{A 1 4}$ | 0.29 |
| $\mathbf{A 1 5}$ | 0.055 |
| $\mathbf{A 1 7}$ | 0.23 |
| $\mathbf{A 1 8}$ | $>10,000$ |
| $\mathbf{A 1 9}$ | 0.18 |
| $\mathbf{A 2 0}$ | 0.038 |
|  |  |


| Example | CRBN Binding <br> IC 50 <br> $(\boldsymbol{\mu M})$ |
| :---: | :---: |
| $\mathbf{A 2 1}$ | 0.17 |
| $\mathbf{A 2 2}$ | 3.90 |

[0476] The binding to cereblon (CRBN) was determined using the Cereblon Binding Kit (Cisbio, \#64BDCRBNPEG) following the manufacturer's instruction. Briefly, serially diluted compounds were incubated with GST-tagged wild-type human CRBN protein, XL665-labelled Thalidomide and Europium Cryptate labelled GST antibody at room temperature for about 3 hours. Time Resolved Fluorescence Resonance Energy Transfer (TR-FRET) measurements were acquired on a CALRIOstar plate reader with MARS data analysis software (BMG Labtech), with the following settings: $665 / 10 \mathrm{~nm}$ and $620 / 10 \mathrm{~nm}$ emission, $60 \mu$ s delay and 400 $\mu$ s integration. The TR-FRET ratio was taken as the $665 / 620 \mathrm{~nm}$ intensity ratio. The readings were normalized to the control $(0.5 \%)$ and the $\mathrm{IC}_{50}$ was calculated by nonlinear regression (four parameters sigmoid fitted with variable slope) analysis using the GraphPad Prism 8 software.

Table E2. CRBN binding IC50

| Example | CRBN Binding <br> $\mathbf{I C} \mathbf{5 0}(\boldsymbol{\mu} \mathbf{M})$ |
| :---: | :---: |
| A16 | 0.42 |
| B0 | 14 |
| B1 | 1.0 |
| B2 | 2.8 |
| B3 | 3.1 |

## II. Bifunctional Degraders

## 1. ER Degraders

## Chroman Series

Compound CHR-A71 : 3-(1'-((7-(4-( $(3 S, 4 R)-7-h y d r o x y-3-p h e n y l c h r o m a n-4-~$ yl)phenyl)-7-azaspiro[3.5]nonan-2-yl)methyl)-7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione

[0477] To a mixture of 7-(4-((3S,4R)-7-hydroxy-3-phenylchroman-4-yl)phenyl)-7-azaspiro[3.5]nonane-2-carbaldehyde ( $30 \mathrm{mg}, 0.066 \mathrm{mmol}, 1 \mathrm{eq}$ ), ( S )-3-(7-oxo-5,7-dihydro$2 \mathrm{H}, 6 \mathrm{H}$-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione hydrochloride (31 $\mathrm{mg}, 0.079 \mathrm{mmol}, 1.2 \mathrm{eq}$.$) , TEA ( 10 \mathrm{mg}, 0.099 \mathrm{mmol}, 1.5 \mathrm{eq}$. ) in DCM ( 2.0 mL ) was added acetic acid ( $6.7 \mathrm{mg}, 0.11 \mathrm{mmol}, 1.7 \mathrm{eq}$. ) followed by sodium triacetoxyborohydride ( 28 mg , $0.132 \mathrm{mmol}, 2 \mathrm{eq}$. .) The mixture was stirred at room temperature for 30 minutes and concentrated. The residue was purified by reverse-phase chromatography ( 0 $50 \%$ Acetonitrile/ $0.05 \%$ Formic acid)) to afford 3-(1'-((7-(4-((3S,4R)-7-hydroxy-3-phenylchroman-4-yl)phenyl)-7-azaspiro[3.5]nonan-2-yl)methyl)-7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione ( $9.84 \mathrm{mg}, 19 \%$ yield) as white solid. LC-MS purity: $100 \%$ (UV at 254 nm ), $793.5[\mathrm{M}+\mathrm{H}]^{+}$ [0478] ${ }^{1} \mathrm{H}$ NMR ( 400 MHz , DMSO) $\delta 10.96(\mathrm{~s}, 1 \mathrm{H}), 8.20(\mathrm{~s}, 1 \mathrm{H}), 7.44(\mathrm{~s}, 1 \mathrm{H}), 7.21-7.08(\mathrm{~m}$, $3 \mathrm{H}), 7.00(\mathrm{~s}, 1 \mathrm{H}), 6.82-6.54(\mathrm{~m}, 5 \mathrm{H}), 6.44-6.20(\mathrm{~m}, 4 \mathrm{H}), 5.12-5.02(\mathrm{~m}, 1 \mathrm{H}), 4.50-4.40$ (m, 2H), $4.38-4.27(\mathrm{~m}, 2 \mathrm{H}), 4.25-4.14(\mathrm{~m}, 3 \mathrm{H}), 3.53-3.50(\mathrm{~m}, 1 \mathrm{H}), 3.01-2.95(\mathrm{~m}, 2 \mathrm{H})$, $2.93-2.85(\mathrm{~m}, 3 \mathrm{H}), 2.79(\mathrm{~d}, \mathrm{~J}=9.4 \mathrm{~Hz}, 2 \mathrm{H}), 2.64-2.54(\mathrm{~m}, 1 \mathrm{H}), 2.45-2.30(\mathrm{~m}, 4 \mathrm{H}), 2.02-$ $1.84(\mathrm{~m}, 7 \mathrm{H}), 1.71-1.57(\mathrm{~m}, 4 \mathrm{H}), 1.55-1.46(\mathrm{~m}, 2 \mathrm{H}), 1.41(\mathrm{t}, \mathrm{J}=9.8 \mathrm{~Hz}, 2 \mathrm{H})$.

Compound CHR-A99 : 3-(1'-((2-(4-( $3 \mathrm{PR}, 4 \mathrm{~S})$-7-hydroxy-3-phenylchroman-4-yl)phenyl)-2-azaspiro[3.5]nonan-7-yl)methyl)-7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione


[0479] To a mixture of 2-(4-((3S,4R)-7-hydroxy-3-phenylchroman-4-yl)phenyl)-2-azaspiro[3.5]nonane-7-carbaldehyde ( $30 \mathrm{mg}, 0.066 \mathrm{mmol}, 1 \mathrm{eq}$ ), 3-(7-oxo-5,7-dihydro$2 \mathrm{H}, 6 \mathrm{H}-1$ '12-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione ( $23 \mathrm{mg}, 0.072$ mmol, 1.2 eq.), TEA ( $6.7 \mathrm{mg}, 0.066 \mathrm{mmol}, 1.0 \mathrm{eq}$.$) in DCM ( 2.0 \mathrm{~mL}$ ) was added acetic acid $(7.9 \mathrm{mg}, 0.132 \mathrm{mmol}, 2.0 \mathrm{eq}$.) followed by sodium triacetoxyborohydride ( $28 \mathrm{mg}, 0.132 \mathrm{mmol}$, 2 eq.). The mixture was stirred at room temperature for 30 minutes and concentrated. The residue was purified by reverse-phase chromatography ( $0-50 \%$ acetonitrile/ $0.05 \%$ formic acid) to afford rac-3-(1'-((2-(4-((3R,4S)-7-hydroxy-3-phenylchroman-4-yl)phenyl)-2-azaspiro[3.5]nonan-7-yl)methyl)-7-oxo-5,7-dihydro-2H,6H-spiro[furo[2,3-f]isoindole-3,4'-piperidin]-6-yl)piperidine-2,6-dione ( $8.5 \mathrm{mg}, 16.3 \%$ yield) as white solid. LC-MS purity: $99.7 \%$ (UV at 254 nm ), $793.4[\mathrm{M}+\mathrm{H}]^{+}$
[0480] ${ }^{1} \mathrm{H}$ NMR ( $400 \mathrm{MHz}, \mathrm{DMSO}$ ) $\delta 10.95$ (s, 1H), 7.45 ( $\mathrm{s}, 1 \mathrm{H}$ ), $7.24-7.07$ (m, 3H), 7.00 $(\mathrm{s}, 1 \mathrm{H}), 6.82-6.72(\mathrm{~m}, 2 \mathrm{H}), 6.64(\mathrm{~d}, \mathrm{~J}=8.4 \mathrm{~Hz}, 1 \mathrm{H}), 6.39-6.22(\mathrm{~m}, 4 \mathrm{H}), 6.09(\mathrm{~d}, \mathrm{~J}=8.4 \mathrm{~Hz}$, 2 H ), 5.07 (dd, J = 13.2, 5.2 Hz, 1H), 4.49-4.40 (m, 2H), 4.37-4.27 (m, 2H), 4.25-4.11 (m, 3H), $3.54-3.46$ (m, 2H), $3.42-3.39(\mathrm{~m}, 2 \mathrm{H}), 3.37-3.33(\mathrm{~m}, 2 \mathrm{H}), 2.95-2.78(\mathrm{~m}, 3 \mathrm{H}), 2.62$ - $2.55(\mathrm{~m}, 1 \mathrm{H}), 2.41-2.30(\mathrm{~m}, 1 \mathrm{H}), 2.12(\mathrm{~d}, \mathrm{~J}=6.8 \mathrm{~Hz}, 2 \mathrm{H}), 2.02-1.79(\mathrm{~m}, 7 \mathrm{H}), 1.73-1.60$ $(\mathrm{m}, 4 \mathrm{H}), 1.55-1.37(\mathrm{~m}, 3 \mathrm{H}), 0.98-0.83(\mathrm{~m}, 2 \mathrm{H})$.
[0481] Compounds shown in the following table were prepared in a manner analogous to Compounds CHR-A71 and CHR-A99 by reductive amination.

## Table E4.

| Compound <br> No. | ${ }^{1} \mathbf{H}$ NMR | Calcd. <br> $(\mathbf{M}+\mathbf{H})^{+}$ | Found. <br> $(\mathbf{M}+\mathbf{H})^{+}$ |
| :---: | :---: | :---: | :---: |
|  | DMSO-d6: $810.96(\mathrm{~s}, 1 \mathrm{H}), 8.30(\mathrm{~s}$, |  |  |
|  | $1 \mathrm{H}), 7.46(\mathrm{~s}, 1 \mathrm{H}), 7.21-7.10(\mathrm{~m}$, |  |  |
|  | $3 \mathrm{H}), 7.00(\mathrm{~s}, 1 \mathrm{H}), 6.83-6.73(\mathrm{~m}$, |  |  |
|  | $2 \mathrm{H}), 6.63(\mathrm{dd}, 3 \mathrm{H}), 6.38(\mathrm{~d}, \mathrm{~J}=8.4$ |  |  |
| CHR-A86 | $\mathrm{Hz}, 2 \mathrm{H}), 6.33-6.22(\mathrm{~m}, 2 \mathrm{H}), 5.07$ | 753.4 | 753.4 |
|  | $(\mathrm{dd}, 1 \mathrm{H}), 4.46(\mathrm{~s}, 2 \mathrm{H}), 4.37-4.29$ |  |  |
|  | $(\mathrm{~m}, 2 \mathrm{H}), 4.24-4.10(\mathrm{~m}, 3 \mathrm{H}), 3.59-$ |  |  |
|  | $3.50(\mathrm{~m}, 3 \mathrm{H}), 2.98-2.76(\mathrm{~m}, 3 \mathrm{H})$, |  |  |
|  | $2.69-2.55(\mathrm{~m}, 2 \mathrm{H}), 2.39-2.32(\mathrm{~m}$, |  |  |
|  | $2 \mathrm{H}), 2.22-2.14(\mathrm{~m}, 2 \mathrm{H}), 2.00-$ |  |  |


|  | $\begin{gathered} 1.86(\mathrm{~m}, 5 \mathrm{H}), 1.79-1.63(\mathrm{~m}, 5 \mathrm{H}), \\ 1.22-1.09(\mathrm{~m}, 2 \mathrm{H}) . \\ \hline \end{gathered}$ |  |  |
| :---: | :---: | :---: | :---: |
| CHR-A113 | DMSO-d6: $\delta 10.97(\mathrm{~s}, 1 \mathrm{H}), 9.49$ $9.02(\mathrm{~m}, 1 \mathrm{H}), 7.39(\mathrm{~d}, \mathrm{~J}=7.6 \mathrm{~Hz}$, $1 \mathrm{H}), 7.26(\mathrm{~d}, \mathrm{~J}=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 7.21$ $7.07(\mathrm{~m}, 3 \mathrm{H}), 6.79-6.71(\mathrm{~m}, 2 \mathrm{H})$, 6.63 (dd, 3H), $6.37(\mathrm{~d}, \mathrm{~J}=8.6 \mathrm{~Hz}$, $2 \mathrm{H}), 6.31-6.24(\mathrm{~m}, 2 \mathrm{H}), 5.08(\mathrm{dd}$, $1 \mathrm{H}), 4.51(\mathrm{~s}, 2 \mathrm{H}), 4.42-4.28(\mathrm{~m}$, $2 \mathrm{H}), 4.25-4.11(\mathrm{~m}, 3 \mathrm{H}), 3.52$ $3.48(\mathrm{~m}, 1 \mathrm{H}), 3.02-2.85(\mathrm{~m}, 5 \mathrm{H})$, $2.83-2.76(\mathrm{~m}, 2 \mathrm{H}), 2.70-2.53(\mathrm{~m}$, $2 \mathrm{H}), 2.43-2.31(\mathrm{~m}, 3 \mathrm{H}), 2.02-$ $1.83(\mathrm{~m}, 7 \mathrm{H}), 1.70-1.59(\mathrm{~m}, 4 \mathrm{H})$, $1.54-1.47(\mathrm{~m}, 2 \mathrm{H}), 1.45-1.35(\mathrm{~m}$, $2 \mathrm{H})$. | 792.4 | 794.5 |
| CHR-A114 | DMSO-d6: 810.97 (s, 1H), 9.27 ( s , $1 \mathrm{H}), 7.39(\mathrm{~d}, \mathrm{~J}=7.6 \mathrm{~Hz}, 1 \mathrm{H}), 7.26$ (d, J = $7.6 \mathrm{~Hz}, 1 \mathrm{H}$ ), $7.19-7.09(\mathrm{~m}$, $3 \mathrm{H}), 6.80-6.72(\mathrm{~m}, 2 \mathrm{H}), 6.65(\mathrm{~d}, \mathrm{~J}$ $=8.2 \mathrm{~Hz}, 1 \mathrm{H}), 6.42-6.23(\mathrm{~m}, 4 \mathrm{H})$, 6.09 (d, J = $8.4 \mathrm{~Hz}, 2 \mathrm{H}), 5.08$ (dd, $1 \mathrm{H}), 4.51(\mathrm{~s}, 2 \mathrm{H}), 4.41-4.28(\mathrm{~m}$, $2 \mathrm{H}), 4.25-4.11$ (m, 3H), 3.54 $3.37(\mathrm{~m}, 5 \mathrm{H}), 2.97-2.77(\mathrm{~m}, 3 \mathrm{H})$, $2.68-2.55(\mathrm{~m}, 1 \mathrm{H}), 2.43-2.30(\mathrm{~m}$, $1 \mathrm{H}), 2.12(\mathrm{~d}, \mathrm{~J}=6.8 \mathrm{~Hz}, 2 \mathrm{H}), 2.01-$ $1.81(\mathrm{~m}, 7 \mathrm{H}), 1.75-1.62(\mathrm{~m}, 4 \mathrm{H})$, $1.55-1.38(\mathrm{~m}, 3 \mathrm{H}), 0.99-0.84(\mathrm{~m}$, 2 H ). | 792.4 | 794.5 |

## Indazole Series

Compound IDZ-B 126: (3S)-3-(1'-((9-(5-((6S,8R)-8-methyl-7-(2,2,2-trifluoroethyl)-6,7,8,9-tetrahydro-3H-pyrazolo[4,3-f]isoquinolin-6-yl)pyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecan-3-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione


Step 1: tert-butyl 4-allyl-4-hydroxypiperidine-1-carboxylate
[0482] Alyl magnesium bronide (M sol. in $\mathrm{Etz}, 26 \mathrm{~mL}$ ) was added at $0^{\circ} \mathrm{C}$ to a solution of $\mathrm{N}-\mathrm{Boc}-4$-piperidone $(\mathrm{l}, 4.03 \mathrm{~g}, 20 \mathrm{mmol})$ in $\mathrm{E}, 2 \mathrm{O}(80 \mathrm{~mL})$. It was stitred for 10 min . The reaction mixture was warmed to room temperature and stir for 4 h . Followed by quenching by addtion of sat. aq. NH4C. It was then extrack with EOAC. The organic phase was separated and washed twice with water then brine, then dried over sodiwn sulfate, fltered and concentrated in vacuo. The crude mixture was purifed using column chromatography on silica gel $10 \%$ to $100 \%$ ethyl acetate in hexanes. The desired compound $2(4.84 \mathrm{~g}, \sim 90 \%$ yield $)$ was obtained as a colorless oil. ${ }^{\prime} \mathrm{H}$ NMR: $\left.(400 \mathrm{MHz}, \mathrm{CDCl}\}\right) 55.77-5.94(\mathrm{~m}, 1 \mathrm{H}), 5.19\{\mathrm{dd}\}=$,
$10.4,1.8 \mathrm{~Hz}, 1 \mathrm{H}), 5.14(\mathrm{dd}, 5=17.1,19 \mathrm{~Hz}, 1 \mathrm{H}), 3.81(\mathrm{dt}, 3=13.4,3.3 \mathrm{~Hz}, 2 \mathrm{H}), 3.08-3.24$ $(\mathrm{m}, 2 \mathrm{~m}), 2.23(\mathrm{~d}, \mathrm{~J}=7.6 \mathrm{~Hz}, 2 \mathrm{H}), 1.53(\mathrm{dd}, \mathrm{J}=10.4,4.8 \mathrm{~m}, 4 \mathrm{H}), 1.46(\mathrm{~s}, 9 \mathrm{~m})$.

Step 2: tert-butyl 4-allyl-4-((2-(methoxycarbonyl)allyl)oxy)piperidine-1-carboxylate [0483] A $60 \%$ ol dispersion of sodium hydride $(0.438 \mathrm{~g}, 1.2 \mathrm{cq})$ was added to a solution of ter-buty 4 -allyl-4-hydroxypiperidine-1-carboxylate ( $2,2.2 \mathrm{~g}, 3$ eq) in anhydrous DNF ( 10 mLinmoly and the mixture cooled to $6^{\circ} \mathrm{C}$. The mixture was wamed to room temperature over I hour and methyl 2 -(bromomethy)acry\}ate ( 1.63 g , leq) in DMF was added dropwise to the solution over 5 minutes. The mixture was stired for 1213 . The reaction mixture cooled down wo $0^{\circ}$, a saturated solution of ammonim chloride was added to the reaction mixture and the mixture was diluted with ethyl acetate. The organic phase was separated and washed twice with water then brine, then dried over sodium sulfate, fllered and concentrated in vacuo. The crude mixture was parifed using column chromatography on shica gel ( $0 \%$ to $100 \%$ ethyl acetate in hexanes, R f: 0.3; 30\% EA/Hx ). The desired compound $\mathbf{3}$ was obtained as a colorless oil. Yield: $60.70 \%$

Step 3: 9-(tert-buty) 3-methyl 1-oxa-9-azaspiro[5.5]undec-3-ene-3,9-dicarboxylate
 L-carboxylate ( $3,340 \mathrm{mg}, 1$ eq) in anhydrous 1,2 dichlorecthane ( $20 \mathrm{~mL} / \mathrm{mmol}$ ) was combined with G-II ( 0.05 eq ) and the mixture was heated at $50^{\circ} \mathrm{C}$ for 4 h . The mixture was cooled to room temperature and quenched by passing air. It was then fitered and evaporated and pumifed by fash tert-buyl 3-oxo-1-oxa-9-azaspiro[5.5]undecme-9-carboxylate (4) was obtaned as an ol. Yeld: $-80 \%$

Step 4: 9-(tert-butyl) 3-methyl 1-oxa-9-azaspiro[5.5]undecane-3,9-dicarboxylate
$[0485] \mathrm{Pd} / \mathrm{C}(100 \mathrm{mg}, 10 \% \mathrm{wt}$.) was added to a solution of compound $4(1 \mathrm{gm}, 3.31 \mathrm{mmol})$ in $\mathrm{MeOH}(33 \mathrm{~mL}, 10 \mathrm{~mL} / \mathrm{mmol})$. The reaction mixture was degassed with $\mathrm{H}_{2}$ and stirred under a $\mathrm{H}_{2}$ atmosphere for 12 h at room temperature. The mixture was then filtered through celite and washed with MeOH . Concentration under reduced pressure followed by purification by flash chromatography ( $0 \%$ to $100 \%$ ethyl acetate in hexanes) gave the desired compound 5 in $60 \%$ yield.

Step 5: methyl 1-oxa-9-azaspiro[5.5]undecane-3-carboxylate
[0486] To a solution of $\mathbf{5}(300 \mathrm{mg})$ in DCM ( 5 mL ) was added TFA ( 2.5 mL ). The reaction mixture was stirred overnight, then concentrated under reduced pressure and used for the next steps without further purification.

Step 6: methyl 9-(5-formylpyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecane-3-carboxylate
[0487] methyl 1-oxa-9-azaspiro[5.5]undecane-3-carboxylate ( $1 \mathrm{gm}, 4.4 \mathrm{mmol}$ ) was added to a solution of 2-chloropyrimidine-5-carbaldehyde ( $600 \mathrm{mg}, 4.4 \mathrm{mmol}$ ) in acetonitrile ( 20 mL ). To it 2 mL of DIPEA was added and the reaction mixture was stirred at $90^{\circ} \mathrm{C}$ for 4 h . The mixkure was cooled to roon temperature and evaporated and purfied by flash. methyl 9-(5-formylpyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecane-3-carboxylate (?) was obtained as an yclow solid. Yeld, $-80 \%$

Steps 7: methyl 9-(5-((6S,8R)-8-methyl-7-(2,2,2-trifluoroethyl)-6,7,8,9-tetrahydro-3H-pyrazolo[4,3-f]isoquinolin-6-yl)pyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecane-3carboxylate
[0488] To a mixture of (R)-1-(1H-indazol-4-yl)-N-(2,2,2-trifluoroethyl)propan-2-amine (286 $\mathrm{mg}, 1.0 \mathrm{mmol}, 1 \mathrm{eq})$ in TFA ( 1 mL ) and toluene ( 10 mL ) was added methyl 9-(5-formylpyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecane-3-carboxylate ( $370 \mathrm{mg}, 1.0 \mathrm{mmol}, 1$ eq). The mixture was stirred at $100^{\circ} \mathrm{C}$ for overnight. LCMS showed the reaction was completed. The reaction was concentrated and purified by flash. The product methyl 9-(5-( $(6 \mathrm{~S}, 8 \mathrm{R})-8$ -methyl-7-(2,2,2-trifluoroethyl)-6,7,8,9-tetrahydro-3H-pyrazolo[4,3-f]isoquinolin-6-
yl)pyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecane-3-carboxylate (8) was obtained as an yellow solid. LC/MS (ESI) m/z: 573.37.

Steps 8: 9-(5-((6S,8R)-8-methyl-7-(2,2,2-trifluoroethyl)-6,7,8,9-tetrahydro-3H-pyrazolo[4,3-ffisoquinolin-6-yl)pyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecane-3-carbaldehyde
[0489] To a solution of $8(558 \mathrm{mg}, 1.0 \mathrm{mmol}, 10 \mathrm{~mL} / \mathrm{mmol})$ in DCM at $-78^{\circ} \mathrm{C}, 1.5 \mathrm{~mL}$ of DIBAL-H ( 1.0 M in DCM) was added dropwise. Then, the temperature was slowly increased to $-20^{\circ} \mathrm{C}$ and stirred for 6 h . After that, the reaction was slowly quenched with satd. $\mathrm{Na}_{2} \mathrm{SO}_{4}$ at $0{ }^{\circ} \mathrm{C}$ and was then filtered and washed several times with EtOAc. Purification by flash chromatography to obtain the desired product (9) LCMS (ESI) m/z: 546.20 [M+18].

Steps 9: (3S)-3-(I'-((9-(5-((6S,8R)-8-methyl-7-(2,2,2-trifluoroethyl)-6,7,8,9-tetrahydro-3H-pyrazolo[4,3-f]isoquinolin-6-yl)pyrimidin-2-yl)-1-oxa-9-azaspiro[5.5]undecan-3-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6dione
[0490] To a mixture of compound 9 ( $53 \mathrm{mg}, 0.1 \mathrm{eq}$.$) in methanol ( 5 \mathrm{~mL}$ ) and dichloromethane ( 5 mL ) was added (S)-3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]7 -yl)piperidine-2,6-dione ( $35 \mathrm{mg}, 0.1 \mathrm{eq}$.), and AcONa ( $24 \mathrm{mg}, 0.3 \mathrm{eq}$.). The mixture was stirred at $25^{\circ} \mathrm{C}$ for 20 mins , then sodium cyanoborohydride ( $0.2 \mathrm{~mL}, 0.2 \mathrm{eq}$., 1M in THF) was added and the mixture was further stirred for 10 mins. LCMS showed the reaction was
complete. It was purified by pre-HPLC, and the desired product (IDZ-B126) was obtained as white solid. LCMS (ESI) m/z: 868.40 [M+1].
[0491] Compounds shown in the following table were prepared in a manner analogous to Compound IDZ-B126 by reductive amination.
Table E4.
Compound No.
IDZ-B60

## - Biological Assay for Degraders

In-cell Western (ICW) assays in MCF-7 and T47D cell lines.
Reagents and Consumables for ICW

1) MCF-7 from HDB
2) T 47 D from HDB
3) CS-FBS, BI, Cat\#04-201-1
4) phenol red-free RPMI1640, Thermo, Cat\#11835
5) P/S, Biosera Liquid, Cat\#XC-A4122
6) 384-well cell plate(black), Corning, Cat\#3764
7) PFA, Electron Microscopy Sciences, Cat\#15710
8) Intercept (PBS) Blocking Buffer, Licor, Cat\# 927-70001
9) Triton X-100, Sigma, Cat\#X-100
10) ER antibody, CST, Cat\#13258
11) IRDye 800 CW Goat anti-Rabbit IgG, LiCor, Cat\#926-32211
12) CellTag 700 Stain, Licor, Cat\# 926-41090
13) Odyssey ${ }^{\circledR}$ DLx Imaging System, LiCor
14) EnVision, PerkinElmer

- Procedures for ICW assays

In vitro Assay: MCF-7 and T47D ICW assay
[0492] Day 1: MCF-7 and T47D cell (From HDB) were seeded in 384-well black plate with phenol red-free RPMI1640 $+10 \%$ CS-FBS $+1 \%$ P/S medium ( $1 * 10^{4}$ for MCF-7 and $1.5^{*} 10^{4}$ for T47D cells/well, 30 ul medium) for overnight at $37^{\circ} \mathrm{C}, 5 \% \mathrm{CO}_{2}$ incubator.
[0493] Day 2: Cells were treated at desired compound concentrations ( 0.02 to 300 nM ) and DMSO as vehicle control for 16 hrs at $37^{\circ} \mathrm{C}, 5 \% \mathrm{CO}_{2}$ incubator.
[0494] Day 3: After 16 hrs of compounds treatment, cells were fixed by $4 \%$ PFA and permeabilized with elution buffer ( $0.1 \%$ Triton X-100 in $1 \%$ PBS Solution). Subsequently, cells were blocked with Intercept (PBS) Blocking Buffer (Li-COR, Odyssey Blocking Buffer), and were stained with ER (1:500, Cell signaling) primary antibody for overnight at cold room.
[0495] Day 4: Remove the buffer, add IRDye 800CW Goat anti-Rabbit IgG Secondary Antibody (1:2000) and CellTag 700 Stain (1:500) in Intercept (PBS) Blocking Buffer. Finally, cell plate is placed in incubator to dry. Image and signal were captured on Odyssey® DLx Imaging System. Data was further analyzed using XLfit using four parameters dose response curve to determine $\mathrm{DC}_{50}$ and $\mathrm{D}_{\max }$.

- Data analysis

Data are analyzed by image studio V5.2 and XLfit.
[0496] In-cell western blot analysis. a. seed cells in black-sided/clear bottom 96- or 384-well plates at 40,000 or 10,000 cells/well, overnight; b. add diluted compounds (final $0.5 \%$ DMSO), 16 hours. 16 h later, remove medium, add $100 \mu \mathrm{~L}$ or $25 \mu \mathrm{~L}$ of 3.7-4.0\% formaldehyde (PBS:FA=9:1), RT 20 min, no shaking; c. wash with PBS, and permeabilized with $100 \mu \mathrm{~L}$ or $25 \mu \mathrm{~L} /$ well of 1 X PBS $+0.1 \%$ Triton X-100 10 minutes; d. block with $100 \mu \mathrm{~L}$ or $25 \mu \mathrm{~L}$ Licor blocking buffer (Li-Cor), RT 1h, moderate shaking; d. Add $100 \mu \mathrm{~L}$ or $25 \mu \mathrm{~L}$ of anti-ER (cs8644, 1:500-1,000) + GAPDH(Millipore MAB374, 1:1000) in Block $+0.05 \%$ Tween 20. RT 2 h , gentle shaking. Negative control: cells plus secondary antibodies (no primary antibodies); e. wash $x 4$ with PBS $+0.05-0.1 \%$ Tween 20 , gentel shaking; f. anti-rabbit-680 and anti-mouse800 (both 1:1000 in LiCor block $+0.05 \%$ Tween20, RT 1h, gentle shaking, no light. LI-COR: $0.2 \%$ to reduce background; g. wash x 4 with PBS $+0.05 \%$ Tween 20, gental shaking; h. add $100 \mu \mathrm{~L}$ or $25 \mu \mathrm{~L}$ of PBS to each well and read on CLX plate reader. The relative ER percentage in treated cells were obtained by comparing the values of treated wells to those in untreated and DMSO-treated wells as $100 \%$.
[0497] Western Blot Analysis. Western blot analysis was performed essentially as described previously. The cells treated with indicated compounds were lysed in Radioimmunoprecipitation Assay Protein Lysis and Extraction Buffer ( $25 \mathrm{mmol} / \mathrm{L}$ Tris. HCl , pH 7.6, $150 \mathrm{mmol} / \mathrm{L} \mathrm{NaCl}, 1 \%$ Nonidet P-40, $1 \%$ sodium deoxycholate, and $0.1 \%$ sodium dodecyl sulfate) containing proteinase inhibitor cocktail (Roche Diagnostics, Mannheim, Germany). Equal amounts of total protein were electrophoresed through $10 \%$ SDS-
polyacrylamide gels after determination of protein concentration by BCA assay (Fisher Scientific, Pittsburgh, PA). The separated protein bands were transferred onto PVDF membranes (GE Healthcare Life Sciences, Marlborough, MA) and blotted against different antibodies, as indicated. The blots were scanned, and the band intensities were quantified using GelQuant.NET software provided by biochemlabsolutions.com. The relative mean intensity of target proteins was expressed after normalization to the intensity of glyceraldehyde-3phosphate dehydrogenase bands.

Table E5.

| Compound No. | $\begin{gathered} \text { MCF7 DC50 } \\ (\mathrm{nM}) \end{gathered}$ | $\begin{gathered} \text { MCF7 Dmax } \\ (\%) \\ \hline \end{gathered}$ | $\begin{gathered} \text { T47D DC50 } \\ \text { (nM) } \\ \hline \end{gathered}$ | $\begin{gathered} \text { T47D D }_{\text {max }} \\ (\%) \\ \hline \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: |
| CHR-A71 | A | B | A | B |
| CHR-A86 |  |  | A | C |
| CHR-A99 | A | B | A | B |
| CHR-A113 | A | B | A | B |
| CHR-A114 | A | A | A | A |
| Compound No. | ICW DC50 (nM) |  | Cell Growth Inhibition in T47D cell line IC50 (nM) |  |
| IDZ-B47 |  |  | A |  |
| IDZ-B56 | C |  |  |  |
| IDZ-B58 | C |  | A |  |
| IDZ-B60 | A |  | A |  |
| IDZ-B126 | A |  | A |  |

## 2. STAT3 DEGRADERS

Table E8.

|  | Structure | Chemical Name |
| :---: | :---: | :---: |
| $\mathbf{S T D}$ |  |  |
| $\mathbf{- 2 2}$ |  |  |


| $\begin{gathered} \text { STD } \\ 69 \end{gathered}$ |  | ```((2-(((5S,8S,10aR)-8-(((S)-5- amino-1-(3- (methylsulfonyl)phenoxy)-5- oxopentan-2-yl)carbamoyl)-3-(3- (7-((S)-2,6-dioxopiperidin-3-yl)- 6-oxo-7,8-dihydro-2H,6H- spiro[furo[2,3-e]isoindole-3,4'- piperidin]-1'-yl)propanoyl)-6- oxodecahydropyrrolo[1,2- a][1,5]diazocin-5- yl)carbamoyl)benzo[b]thiophen- 5-yl)difluoromethyl)phosphonic acid``` |
| :---: | :---: | :---: |
| $\begin{gathered} \text { STD } \\ 70 \end{gathered}$ |  | $\begin{gathered} \text { ((2-(((5S,8S,10aR)-8-(((S)-5- } \\ \text { amino-1-((3- } \\ \text { chlorobenzyl)amino)-1,5- } \\ \text { dioxopentan-2-yl)carbamoyl)-3- } \\ \text { (5-(7-((S)-2,6-dioxopiperidin-3- } \\ \text { yl)-6-oxo-7,8-dihydro-2H,6H- } \\ \text { spiro[furo[2,3-e]isoindole-3,4'- } \\ \text { piperidin]-1'-yl)pentanoyl)-6- } \\ \text { oxodecahydropyrrolo[1,2- } \\ \text { a][1,5]diazocin-5- } \\ \text { yl)carbamoyl)benzo[b]thiophen- } \\ \text { 5-yl)difluoromethyl)phosphonic } \\ \text { acid } \\ \hline \end{gathered}$ |
| $\begin{gathered} \text { STD } \\ 71 \end{gathered}$ |  | ```((2-(((5S,8S,10aR)-8-(((S)-5- amino-1-(3- (methylsulfonyl)phenoxy)-5- oxopentan-2-yl)carbamoyl)-3-(5- (7-((S)-2,6-dioxopiperidin-3-yl)- 6-oxo-7,8-dihydro-2H,6H- spiro[furo[2,3-e]isoindole-3,4'- piperidin]-1'-yl)pentanoyl)-6- oxodecahydropyrrolo[1,2- a][1,5]diazocin-5- yl)carbamoyl)benzo[b]thiophen- 5-yl)difluoromethyl)phosphonic acid``` |
| $\begin{gathered} \text { STD } \\ 80 \end{gathered}$ |  | $\begin{gathered} \text { ((2-(((5S,8S,10aR)-8-(((S)-5- } \\ \text { amino-1-((4- } \\ \text { (isopropylsulfonyl)benzyl)amino) } \\ \text {-1,5-dioxopentan-2- } \\ \text { yl)carbamoyl)-3-(5-(7-((S)-2,6- } \\ \text { dioxopiperidin-3-yl)-6-oxo-7,8- } \\ \text { dihydro-2H,6H-spiro[furo[2,3- } \\ \text { e]isoindole-3,4'-piperidin]-1'- } \\ \text { yl)pentanoyl)-6- } \\ \text { oxodecahydropyrrolo[1,2- } \\ \text { a][1,5]diazocin-5- } \\ \hline \end{gathered}$ |



- Synthetic Schemes and Procedures

STD84. (2-(( $5 S, 8 S, 10 a R)-8-(($ (S)-5-amino-1-(3-(methylsulfonyl)phenoxy)-5-oxopentan-2-
yl)carbamoyl)-3-(5-(7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-
spiro[furo[2,3-e e isoindole-3,4'-piperidin]-1'-yl)pentanoyl)-6-oxodecahydropyrrolo[1,2-

[0498] Compound 4: To a solution of $1(\mathrm{C} 1,1 \mathrm{mmol})$ in $\mathrm{DCE}(20 \mathrm{~mL})$ was added $\mathrm{AcOH}(3$ mmol) and $2(1 \mathrm{mmol})$ subsequently. After $0.5 \mathrm{~h}, \mathrm{NaBH}(\mathrm{OAc})_{3}(1.5 \mathrm{mmol})$ was added in three portions in 1 h . The mixture was stirred 6 h , quenched with water and concentrated under vacuum. The residue was purified by reverse phase preparative HPLC to give the compound 3. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}$: 512.3 , found: 512.5 . The obtained $\mathbf{3}$ was dissolved in DCM $(10 \mathrm{~mL})$, then trifluoroacetic acid ( 3 mL ) was added slowly. After stirring for 3 h at rt , the reaction mixture was evaporated to give the crude 4 without further purification. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}: 456.2$, found: 456.7.

[0499] Compound 7: DIAD ( 1.5 mmol ) was added dropwise at $0^{\circ} \mathrm{C}$ to the mixture of 5 (1 mmol), $6(1 \mathrm{mmol})$ and $\mathrm{PPh}_{3} \mathrm{P}(1.5 \mathrm{mmol})$ in THF $(10 \mathrm{~mL})$, and the mixture was stirred for 3
h at rt . The reaction mixture was concentrated and purified by reverse phase preparative HPLC. The obtained product was dissolved in DCM ( 20 mL ), then trifluoroacetic acid ( 2 mL ) was added slowly. After stirring for 5 h at rt , the reaction mixture was evaporated to give the $\mathbf{1 1}$ without further purification. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}: 287.1$, found: 287.6.



[0500] Compound 10: HATU ( $0.55 \mathrm{mmol}, 1.1$ equiv.) was added to a solution of the $7(0.5$ mmol, 1 equiv.), $\mathbf{8}$ ( $0.5 \mathrm{mmol}, 1$ equiv.) and DIEA ( $1.5 \mathrm{mmol}, 3$ equiv.) in DMF ( 60 mL ) and the resulting mixture was stirred at rt for 1 h . The solution was diluted with EtOAc and washed with $\mathrm{H}_{2} \mathrm{O}$, saturated sodium bicarbonate aqueous solution and brine, and dried over sodium sulfate. After removal of the solvent in vacuo, the residue was purified by flash chromatography on silica gel to afford 9 . The obtained product was dissolved in Acetonitrile $(10 \mathrm{~mL})$ and Diethylamine ( 0.5 mL ) was added to the solution. The resulting mixture was stirred at rt for 20 min and the solvent was removed under vacuum. The residue was purified by HPLC to yield 10. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}: 596.3$, found: 596.5.

[0501] Compound 11: HATU ( $0.22 \mathrm{mmol}, 1.1$ equiv.) was added to a solution of $\mathbf{1 0}(0.2$ mmol, 1 equiv.), 4 ( $0.2 \mathrm{mmol}, 1$ equiv.) and DIEA ( $0.6 \mathrm{mmol}, 3$ equiv.) in DMF ( 5 mL ) and the resulting mixture was stirred at rt for 1 h . This mixture was purified by reverse phase preparative HPLC. The obtained product was dissolved in DCM ( 10 mL ), then trifluoroacetic acid ( 1 mL ) was added slowly. After stirring for 5 h at rt , the reaction mixture was evaporated to give the $\mathbf{1 1}$ without further purification. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}$: 933.4 , found: 933.8.



[0502] SD-987: DIEA ( $12 \mu \mathrm{~L}, 0.068 \mathrm{mmol}, 3$ equiv.) was added to the mixture of compound 12 ( $32 \mathrm{mg}, 0.081 \mathrm{mmol}, 1.2$ equiv.), compound $11(65 \mathrm{mg}, 0.069 \mathrm{mmol}, 1$ equiv.) and HOBt ( $18 \mathrm{mg}, 0.14 \mathrm{mmol}, 2$ equiv.) in DMF ( 3 mL ). The resulted mixture was stirred at room temperature for 1 hour. Purification of this reaction mixture by HPLC gave the compound STD84. UPLC-MS calculated $[\mathrm{M}+2 \mathrm{H}]^{2+}: 592.7$, found: 592.8 .

STD85. (2-(((5S,8S,10aR)-8-(((S)-5-amino-1-((4-(ethylsulfonyl)benzyl)amino)-1,5-dioxopentan-2-yl)carbamoyl)-3-(5-(7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-ejisoindole-3,4'-piperidin]-1'-yl)pentanoyl)-6-oxodecahydropyrrolo[1,2-a][1,5]diazocin-5-yl)carbamoyl)-1H-indole-5carbonyl)phosphonic acid

[0503] 984-1: HATU ( $8.5 \mathrm{~g}, 22.3 \mathrm{mmol}, 1.1$ equiv.) was added to a solution of the Boc-GlnOH ( $20.3 \mathrm{mmol}, 1$ equiv.), (4-(ethylsulfonyl)phenyl)methanamine ( $20.3 \mathrm{mmol}, 1$ equiv.) and DIEA ( $10.6 \mathrm{~mL}, 60.9 \mathrm{mmol}, 3$ equiv.) in DMF ( 60 mL ) and the resulting mixture was stirred at rt for 1 h . The solution was diluted with EtOAc and washed with $\mathrm{H}_{2} \mathrm{O}$, saturated sodium bicarbonate aqueous solution and brine, and dried over sodium sulfate. After removal of the solvent in vacuo, the residue was purified by flash chromatography on silica gel to afford 9841. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}: 428.2$, found: 428.7 .
[0504] 984-2: TFA ( 5 mL ) was added slowly to a solution of 984-1 ( 3 g ) in DCM ( 50 mL ) and the resulting reaction solution was stirred at rt for 6 h and then evaporated. The residue was used directly in the next step without further purification. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}$: 328.1, found: 328.5 .
[0505] 984-3: HATU ( $0.55 \mathrm{mmol}, 1.1$ equiv.) was added to a solution of the $984-2(0.5 \mathrm{mmol}$, 1 equiv.), 8 ( $0.5 \mathrm{mmol}, 1$ equiv.) and DIEA ( $1.5 \mathrm{mmol}, 3$ equiv.) in DMF ( 60 mL ) and the resulting mixture was stirred at rt for 1 h . The solution was diluted with EtOAc and washed with $\mathrm{H}_{2} \mathrm{O}$, saturated sodium bicarbonate aqueous solution and brine, and dried over sodium sulfate. After removal of the solvent in vacuo, the residue was purified by flash chromatography on silica gel to afford 9 . The obtained product was dissolved in Acetonitrile $(10 \mathrm{~mL})$ and Diethylamine ( 0.5 mL ) was added to the solution. The resulting mixture was stirred at rt for 20 min and the solvent was removed under vacuum. The residue was purified by HPLC to yield $\mathbf{9 8 4} \mathbf{- 3}$. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}: 637.3$, found: 637.5 .
[0506] 988-1: HATU ( $0.22 \mathrm{mmol}, 1.1$ equiv.) was added to a solution of $\mathbf{9 8 4 - 3}(0.2 \mathrm{mmol}, 1$ equiv.), $\mathbf{4}$ ( $0.2 \mathrm{mmol}, 1$ equiv.) and DIEA ( $0.6 \mathrm{mmol}, 3$ equiv.) in DMF ( 5 mL ) and the resulting mixture was stirred at rt for 1 h . This mixture was purified by reverse phase preparative HPLC. The obtained product was dissolved in DCM ( 10 mL ), then trifluoroacetic acid ( 1 mL ) was added slowly. After stirring for 5 h at rt , the reaction mixture was evaporated to give the $\mathbf{9 8 8 - 1}$ without further purification. UPLC-MS calculated $[\mathrm{M}+\mathrm{H}]^{+}: 974.4$, found: 974.6.
[0507] STD85: DIEA ( $12 \mu \mathrm{~L}, 0.068 \mathrm{mmol}, 3$ equiv.) was added to the mixture of compound 12 ( $0.081 \mathrm{mmol}, 1.2$ equiv.), compound $\mathbf{9 8 8}-1$ ( $0.069 \mathrm{mmol}, 1$ equiv.) and $\operatorname{HOBt}(0.14 \mathrm{mmol}$, 2 equiv.) in DMF ( 3 mL ). The resulted mixture was stirred at room temperature for 1 hour. Purification of this reaction mixture by HPLC gave the compound STD85. UPLC-MS calculated $[\mathrm{M}+2 \mathrm{H}]^{2+}$ : 613.2 , found: 613.7.

## - Biological Assessment

Cell Viability Assay
[0508] SU-DHL-1 and SUPM2 cell viability was detemined by Celtiter Glo 2.0 Cell Viability Assay (Fromega). SU-DHE- 1 cell he was purchased from ATCC (Manassas, VA) and SUPM2 (ACC-509) was purchased fom GSMZ (Germany). RPMe 1640 mediam and fetal bovine semm (FBS) were purchased from Gbeo/hemo Fisher Scienific. In a typical procedure, cells seeded at 1000 cells per well in 384 -well white plates (Corning) were incubated with serially diluted compounds for 4 days at $37^{\circ} \mathrm{C}$ with $5 \% \mathrm{CO2}$. At the end of treatment, ColTter-Glo 2.0 was added to the wells and hminescence was acquired on TECAN

PSARK plate reader. Untreated cells were used as control. Data points were fit with a fourparameter equation to generate a concentration-response curve. $\mathrm{IC}_{50}$ values were calculated using a nonlinear regression analysis of the mean $\pm$ SD from triplicate.
HiBiT Assay
[0509] STAT3-GBBT GYHela cell he was purchased from Promega. This cell line is a clone created by using CRISPR-Cas to fuse GBit to the 3' end of STATs in HeLa cells. DMEM medium and FBS were purchased from GibohThemo Fasher Scienhe. STATS degradion was determined based on quantifation of hminescen signal using Nano-Glo HiBit Lytic Detection System. In a typical procedure, cells seeded at 20000 cells per well in 96 -well white plates (Corning) were incubated with serially diluted compounds for 24 hours at $37^{\circ} \mathrm{C}$ with $5 \%$ CO2. At the end of treatment, Namo-Glo Hibit Lytic Detcetion ragenes was added to the wells and lummescence was acquired on TECAN PSARK plate reader. Untreated cells were used as control. Data points were fit with a four-parameter equation to generate a concentrationresponse curve. $\mathrm{IC}_{50}$ values were calculated using a nonlinear regression analysis of the mean $\pm$ SD from triplicate.
Table E9.

| Compound No. | Degradation (HiBit) |  |  | Cell Viability IC50 (uM) |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | DC50 (uM) | Dmax | MOLM-16 | SU-DHL-1 | SUP-M2: |  |
| STD 22 | C | D |  |  |  |  |
| STD 69 | C | B |  | C | C |  |
| STD 70 | B | A |  | C | C |  |
| STD 71 | B | A |  | B | C |  |
| STD 80 | B | A |  | B | C |  |
| STD 84 | B | A |  | B | C |  |
| STD 85 | B | A |  | B | C |  |
| STD 86 | B | A |  | B | C |  |

STAT3 DC So: $^{\text {A }}(<0.1 \mu M), B(0.1-1.0 \mu M), C(1.0-10 \mu M)$, and $D(>10 \mu M)$.
IC50: $A(<0.1 \mu M), B(0.1-1.0 \mu M), C(1.0-10 \mu M)$, and $D(>10 \mu M)$.
$\boldsymbol{D}_{\max }: A(>=80 \%), B(>=60 \%$ and $<80 \%), C(>=40 \%$ and $<60 \%)$, and $D(<40 \%)$

## 3. CBP/p300 DEGRADERS

Table E10

| Cpd. No. | Structures | Chemical Name |
| :---: | :---: | :---: |

(S)-3-(1'-(2-(4-(5-acetyl-3-(7-
difluoromethyl)-6-(1-methyl-1H-pyrazol-
4 -yl)-3,4-dihydroquinolin-1(2H)-yl)-
$4,5,6,7-t e t r a h y d r o-1 H-p y r a z o l o[4,3-$
c]pyridin-1-yl)piperidin-1-yl)acetyl)-6-
oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-
e]isoindole-3,4'-piperidin]-7-yl)piperidine-
2,6 -dione

## - Synthetic Schemes and Procedures

CPD-004. (S)-3-(1'-(((1r,4S)-4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-

## yl)cyclohexyl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-elisoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione





Step 1: synthesis of methyl cis-4-(tosyloxy)cyclohexane-1-carboxylate (2)
[0510] To a solution of methyl cis-4-hydroxycyclohexane-1-carboxylate ( $1,5 \mathrm{~g}, 31.6 \mathrm{mmol}$ ), 4-methylbenzenesulfonyl chloride ( $9.0 \mathrm{~g}, 47.2 \mathrm{mmol}$ ) and DMAP ( $0.77 \mathrm{~g}, 6.3 \mathrm{mmol}$ ) in DCM $(50 \mathrm{~mL})$ was added $\mathrm{Et}_{3} \mathrm{~N}(13.2 \mathrm{~mL}, 94.7 \mathrm{mmol})$. The mixture was stirred at room temperature for 16 h . Water was added, and the mixture was extracted with DCM. The combined organic layers were washed with brine, dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated under reduced pressure. The crude residue was purified by silica gel flash chromatography ( $n$ Hexane/EtOAc from 100:0 to 80:20) to give the tiltle compound 2 as a yellow oil ( 9.3 g , yield $=94 \%)$ LC-MS: $m / z[\mathrm{M}+\mathrm{H}]^{+}=334.85 .{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroform- $d$ ) $\delta 7.81-7.75$ (m, 2H), $7.35-7.29$ (m, 2H), $4.70(\mathrm{tt}, \mathrm{J}=5.0,2.9 \mathrm{~Hz}, 1 \mathrm{H}), 3.66(\mathrm{~s}, 3 \mathrm{H}), 2.44(\mathrm{~s}, 3 \mathrm{H}), 2.37-2.26$ (m, 1H), $1.92-1.78$ (m, 4H), $1.75-1.65$ (m, 2H), $1.59-1.47$ (m, 2H).

Step 2: synthesis of methyl trans-4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-
yl)cyclohexane-1-carboxylate (4)
[0511] Intermediate 3 was made as the reported literature (Romero, F. A., et al. J. Med. Chem. 2017, $60,9162-9183$ ). LC-MS: $m / z[\mathrm{M}+\mathrm{H}]^{+}=427.23 .{ }^{1} \mathrm{H}$ NMR ( 400 MHz, DMSO- $d_{6}$ ) $\delta 12.46$ $-12.26(\mathrm{~m}, 1 \mathrm{H}), 7.75(\mathrm{~s}, 1 \mathrm{H}), 7.50(\mathrm{~s}, 1 \mathrm{H}), 7.10(\mathrm{~s}, 1 \mathrm{H}), 6.96-6.60(\mathrm{~m}, 2 \mathrm{H}), 4.19-4.07(\mathrm{~m}$, 2H), 3.86 ( $\mathrm{s}, 3 \mathrm{H}$ ), $3.75-3.54(\mathrm{~m}, 4 \mathrm{H}), 2.88-2.62(\mathrm{~m}, 4 \mathrm{H}), 2.07(\mathrm{~s}, 2 \mathrm{H}), 2.01-1.88(\mathrm{~m}, 3 \mathrm{H})$.
[0512] To a solution of 1-(3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin- $1(2 \mathrm{H}$ )-yl)-1,4,6,7-tetrahydro-5H-pyrazolo[4,3-c]pyridin-5-yl)ethan-1-one (3, $300 \mathrm{mg}, 0.70 \mathrm{mmol})$ and $2(658 \mathrm{mg}, 2.1 \mathrm{mmol})$ in DMF ( 4 mL ) was added $\mathrm{Cs}_{2} \mathrm{CO}_{3}(917 \mathrm{mg}$, $2.8 \mathrm{mmol})$. The mixture was stirred at $70^{\circ} \mathrm{C}$ for 7 h , and then directly purified by pre-HPLC: acetonitrile $/ \mathrm{H}_{2} \mathrm{O}$ from $45 \%$ to $100 \%$ in 55 min , flow rate ( $60 \mathrm{ml} / \mathrm{min}$ ). The desired product started coming out when acetonitrile/ $\mathrm{H}_{2} \mathrm{O}=52 \%$. The title compound $\mathbf{4}$ was obtained as a white solid ( 169 mg , yield $=42 \%$ ). LC-MS: $m / z[\mathrm{M}+\mathrm{H}]^{+}=567.25 .{ }^{1} \mathrm{H}$ NMR ( 400 MHz , Chloroformd) $\delta 7.64(\mathrm{~s}, 1 \mathrm{H}), 7.46(\mathrm{~s}, 1 \mathrm{H}), 7.08-6.97(\mathrm{~m}, 1 \mathrm{H}), 6.83(\mathrm{~s}, 1 \mathrm{H}), 6.47(\mathrm{td}, \mathrm{J}=55.5,11.6 \mathrm{~Hz}$, $1 \mathrm{H}), 4.25(\mathrm{~s}, 1 \mathrm{H}), 4.13(\mathrm{~s}, 1 \mathrm{H}), 4.05-3.99(\mathrm{~m}, 3 \mathrm{H}), 3.97-3.89(\mathrm{~m}, 2 \mathrm{H}), 3.82-3.75(\mathrm{~m}, 1 \mathrm{H})$, $3.74-3.66(\mathrm{~m}, 5 \mathrm{H}), 2.92-2.81(\mathrm{~m}, 3 \mathrm{H}), 2.80-2.73(\mathrm{~m}, 1 \mathrm{H}), 2.47-2.35(\mathrm{~m}, 1 \mathrm{H}), 2.24-2.01$ $(\mathrm{m}, 11 \mathrm{H}), 1.69-1.52(\mathrm{~m}, 2 \mathrm{H})$.
Step 3: synthesis of trans-4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-yl)cyclohexane-1carbaldehyde (5)
[0513] 4 ( $223 \mathrm{mg}, 0.39 \mathrm{mmol}$ ) was dissolved in anhydrous DCM ( 15 mL ) and the solution was degassed and charged with $\mathrm{N}_{2} 3$ time. DIBAL ( $25 \%$ in toluene, $1.06 \mathrm{~mL}, 1.56 \mathrm{mmol}$ ) was added dropwise at $-78^{\circ} \mathrm{C}$ over 1 h and the reaction mixture was stirred at $-78^{\circ} \mathrm{C}$ for additional 2 h . Then the reaction was quenched with aqueous ammonium chloride. The result mixture was extracted with DCM, and the organic layers were washed with brine, dried over anhydrous $\mathrm{Na}_{2} \mathrm{SO}_{4}$, filtered, and concentrated under reduce pressure. The crude residue was purified by pre-HPLC: acetonitrile $/ \mathrm{H}_{2} \mathrm{O}$ from $35 \%$ to $100 \%$ in 65 min , flow rate ( $60 \mathrm{ml} / \mathrm{min}$ ). The desired product started coming out when acetonitrile $/ \mathrm{H}_{2} \mathrm{O}=52 \%$. The title compound 5 was obtained as a white solid ( 146 mg , yield $=69 \%$ ) . LC-MS: $m / z[\mathrm{M}+\mathrm{H}]^{+}=537.24 .{ }^{1} \mathrm{H}$ NMR $(400 \mathrm{MHz}$, Chloroform-d) $\delta 7.56-7.51(\mathrm{~m}, 1 \mathrm{H}), 7.43-7.37(\mathrm{~m}, 1 \mathrm{H}), 7.07-6.96(\mathrm{~m}, 1 \mathrm{H}), 6.89-6.83$ $(\mathrm{m}, 1 \mathrm{H}), 6.51(\mathrm{td}, \mathrm{J}=55.6,10.9 \mathrm{~Hz}, 1 \mathrm{H}), 4.25(\mathrm{~s}, 1 \mathrm{H}), 4.12(\mathrm{~s}, 1 \mathrm{H}), 3.98-3.93(\mathrm{~m}, 3 \mathrm{H}), 3.93$ $-3.82(\mathrm{~m}, 2 \mathrm{H}), 3.78-3.64(\mathrm{~m}, 3 \mathrm{H}), 2.91-2.82(\mathrm{~m}, 2 \mathrm{H}), 2.81-2.69(\mathrm{~m}, 2 \mathrm{H}), 2.40-2.28(\mathrm{~m}$, $1 \mathrm{H}), 2.24-2.00(\mathrm{~m}, 11 \mathrm{H}), 1.51-1.36(\mathrm{~m}, 2 \mathrm{H})$.
Step 4: synthesis of 6-((trans-4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1 2 H )-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-
yl)cyclohexyl)methyl)-2-(2,6-dioxopiperidin-3-yl)-6,7-dihydropyrrolo[3,4-f]isoindole-1,3(2H,5H)-dione (CPD-004)
[0514] To a solution of $\mathbf{5}(25 \mathrm{mg}, 0.047 \mathrm{mmol}), \mathbf{6}(27 \mathrm{mg}, 0.069 \mathrm{mmol})$, DIPEA ( $24 \mathrm{uL}, 0.140$ mmol ) and $\mathrm{AcOH}(27 \mathrm{uL}, 0.47 \mathrm{mmol})$ in $\mathrm{DCE} / \mathrm{DMF}=4 \mathrm{~mL} / 2 \mathrm{~mL}$ was added $\mathrm{NaBH}(\mathrm{OAc})_{3}$ ( $29.6 \mathrm{mg}, 0.140 \mathrm{mmol}$ ) into 3 potions over 2 h , and the mixture was stirred at rt overnight. The
orgnic solvent DCE was removed under reduce pressure. The resulting residue was purified by pre-HPLC: acetonitrile $/ \mathrm{H}_{2} \mathrm{O}$ from $25 \%$ to $100 \%$ in 75 min , flow rate ( $60 \mathrm{ml} / \mathrm{min}$ ). The desired product started coming out when acetonitrile $/ \mathrm{H}_{2} \mathrm{O}=34 \%$. The title compound CPD-004 was obtained as a white solid ( 16 mg , yield $=40 \%$ ). UPLC-MS: $m / z[M+H]^{+}=876.62$, purity $>$ 95\%.

CPD-001. (S)-3-(1'-(2-(4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-yl)piperidin-1-yl)acetyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e fisoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione

CPD-002. (S)-3-(1'-(2-(4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-yl)piperidin-1-yl)-2-oxoethyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-eJisoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione




CPD-003. (S)-3-(1'-(4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4-yl)-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c]pyridin-1-yl)cyclohexyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione


CPD-005. (S)-3-(1'-((1r,4S)-4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4$y l)$-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-cJpyridin-1-yl)cyclohexane-1-carbonyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione
CPD-006. (S)-3-(1'-((1s,4R)-4-(5-acetyl-3-(7-(difluoromethyl)-6-(1-methyl-1H-pyrazol-4$y l)$-3,4-dihydroquinolin-1(2H)-yl)-4,5,6,7-tetrahydro-1H-pyrazolo[4,3-c lpyridin-1-yl)cyclohexane-1-carbonyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione




Table E11

| Cpd. No | UPLC-MS |  |
| :---: | :---: | :---: |
|  | $[\mathbf{M}+\mathbf{H}]+$ | Purity |
| CPD-001 | 905.53 | $>95 \%$ |
| CPD-002 | 905.65 | $>95 \%$ |
| CPD-003 | 862.57 | $>95 \%$ |
| CPD-004 | 876.62 | $>95 \%$ |
| CPD-005 | 890.61 | $>95 \%$ |
| CPD-006 | 890.61 | $>95 \%$ |

## - Degradation Potency Data

[0515] WesternT Blot Analysis. Western blot analysis was performed essentially as described previously. The cells treated with indicated compounds were lysed in Radioimmunoprecipitation Assay Protein Lysis and Extraction Buffer ( $25 \mathrm{mmol} / \mathrm{L}$ Tris. HCl , pH 7.6, $150 \mathrm{mmol} / \mathrm{L} \mathrm{NaCl}, 1 \%$ Nonidet P-40, $1 \%$ sodium deoxycholate, and $0.1 \%$ sodium dodecyl sulfate) containing proteinase inhibitor cocktail (Roche Diagnostics, Mannheim, Germany). Equal amounts of total protein were electrophoresed through $10 \%$ SDSpolyacrylamide gels after determination of protein concentration by BCA assay (Fisher Scientific, Pittsburgh, PA). The separated protein bands were transferred onto PVDF membranes (GE Healthcare Life Sciences, Marlborough, MA) and blotted against different antibodies, as indicated. The blots were scanned, and the band intensities were quantified using GelQuant.NET software provided by biochemlabsolutions.com. The relative mean intensity of target proteins was expressed after normalization to the intensity of glyceraldehyde-3-
phosphate dehydrogenase bands. The acitivity of representative Compounds of the Disclosure are provided in Table E12.

Table E12

| Cpd. No | CBP Degradation <br> (22Rv1, $\mathbf{~ h})$ |  | P300 Degradation <br> (22Rv1, 5 h) |  |
| :---: | :---: | :---: | :---: | :---: |
|  | DC $_{50}$ | DC $_{\text {max }}$ | DC $_{50}$ | DC $_{\text {max }}$ |
| CPD-001 | A | A | B | A |
| CPD-002 | A | A | A | A |
| CPD-003 | A | A | A | A |
| CPD-004 | A | A | A | A |
| CPD-005 | A | A | A | A |
| CPD-006 | A | A | B | A |

CBP/p300 degradation activity $D C_{50}: A(\leq 0.1 n M), B(0.1-1 n M), C(\geq 1 n M) ;$
$D_{\max }: A(\geq 90 \%), B(80-90 \%), C(\leq 80 \%)$.

## 4. ANDROGEN RECEPTOR (AR) DEGRADERS

Table E13.

| Compound <br> No. | Structure | Chemical Name |
| :---: | :---: | :---: |
| ARD-2 |  |  |


|  |  | 3,4'-piperidin]-1'- <br> yl)methyl)piperidin-1- <br> yl)pyridazine-3-carboxamide |
| :---: | :---: | :---: |
| ARD-4 |  | N-((1r,4r)-4-((3-chloro-4cyanophenyl)(methyl)amino)c yclohexyl)-6-(4-((7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo- <br> 7,8-dihydro- $2 \mathrm{H}, 6 \mathrm{H}-$ <br> spiro[furo[2,3-e]isoindole- <br> 3,4'-piperidin]-1'- <br> yl)methyl)piperidin-1- <br> yl)pyridazine-3-carboxamide |

- Synthetic Schemes and Procedures

ARD-1. 2-chloro-4-((S)-8-(4-(4-((7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-1'-yl)methyl)piperidine-1-carbonyl)phenyl)-3-methyl-2,8-diazaspiro[4.5]decan-2-yl)benzonitrile
ARD-2. 2-chloro-4-((S)-8-(4-(4-((7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-1'-yl)methyl)piperidine-1-carbonyl)phenyl)-3-methyl-2,8-diazaspiro[4.5]decan-2-yl)benzonitrile


Step 1
[0516] Compound 1 ( 1.0 eq ) and $\mathrm{NaOAc}(4.0 \mathrm{eq})$ were dissolved in MeOH (10X). After 5 mins, $2(1.2 \mathrm{eq})$ was added, and $\mathrm{NaBCNH} 3(3.0 \mathrm{eq})$ was followed after another 10 mins . The reaction was completed in 15 mins. All the volatile was removed under vacuum, and the residue was purified by Combiflash with DCM and MeOH to give 3 as white solid in $85 \%$ yield.
Step 2
[0517] Compound 3 was dissolved in DCM (10X) and TFA (3X) was added. The deprotection was finished in 0.5 h . All the volatile was removed under vacuum to give 4 as white solid. Step 3
[0518] Compound 5 ( 1.0 eq ), DIPEA ( 3.0 eq ) were dissolved in DMF (10X), and HATU (1.3 eq) was added. After 15 min , compound $4(1.0 \mathrm{eq})$ and DIPEA ( 2.0 eq ) in DMF (3X) was added to the above solution. The reaction was finished in 0.5 h . The mixture was acidified and purified with pren-HPLC using $36 \%$ acetonitrile in H 2 O to give the titled compound 6 (ARD-1). UPLSMS: $4.1 \mathrm{~min}, 844.30$.

Step 4
[0519] Compound 8 (ARD-2) was synthesized following the procedure of ARD-2980. PrenHPLC: $38 \%$ acetonitrile in H2O. UPLS-MS: 4.2 min , 844.29.

ARD-3. N-((1r,4r)-4-(3-chloro-4-cyanophenoxy)cyclohexyl)-6-(4-((7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-1'-yl)methyl)piperidin-1-yl)pyridazine-3-carboxamide
ARD-4. N-((1r,4r)-4-((3-chloro-4-cyanophenyl)(methyl)amino)cyclohexyl)-6-(4-((7-((S)-2,6-dioxopiperidin-3-yl)-6-oxo-7,8-dihydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-1'-yl)methyl)piperidin-1-yl)pyridazine-3-carboxamide


Step 1
[0520] Compound 2 ( 1.0 eq ), DIPEA (3.0 eq) were dissolved in DMF (10X), and HATU (1.3 eq) was added. After 15 min , compound $1(1.0 \mathrm{eq})$ and DIPEA ( 2.0 eq ) in DMF (3X) was added to the above solution. The reaction was finished in 0.5 h . The reaction mixture was partitioned between EtOAc and H2O. The organic layer was separated, concentrated, purified with Combiflash using EtOAc and Hexane to give 3 in $80 \%$.

Step 2
[0521] Compound 3 ( 1.0 eq ), DIPEA ( 4.0 eq ) and 4 ( 1.3 eq ) were dissolved in DMF (10X). The reaction was stirring at $110^{\circ} \mathrm{C}$ for 2 h . The mixture was cooled down to rt and partitioned between EtOAc and H2O. The organic layer was separated, concentrated, purified with Combiflash using EtOAc and Hexane to give 5 in $65 \%$.

Step 3
[0522] Compound 5 was dissolved in DCM (10X) and TFA (5X) was added. The deprotection was finished in around 4 h . All the volatile was removed under vacuum to give 6 as white solid. Step 4
[0523] Compound 7 ( 1.0 eq ) and $\mathrm{NaOAc}(4.0 \mathrm{eq})$ were dissolved in MeOH (10X). After 5 mins, $6(1.2 \mathrm{eq})$ was added, and $\mathrm{NaBCNH} 3(3.0 \mathrm{eq})$ was followed after another 10 mins . The reaction was completed in 15 mins . All the volatile was removed under vacuum, and the residue was purified by pren-HPLC to give target compound.
[0524] ARD-3: Pren-HPLC: $41 \%$ acetonitrile in H2O. UPLS-MS: $4.3 \mathrm{~min}, 807.29$.
ARD-4: Pren-HPLC: 42\% acetonitrile in H2O. UPLS-MS: $4.3 \mathrm{~min}, 820.42$.

## - Degradation Potency Data

Western Blot Analysis.
[0525] Western blot analysis was performed essentially as described previously. The cells treated with indicated compounds were lysed in Radioimmunoprecipitation Assay Protein Lysis and Extraction Buffer ( $25 \mathrm{mmol} / \mathrm{L}$ Tris. $\mathrm{HCl}, \mathrm{pH} 7.6,150 \mathrm{mmol} / \mathrm{L} \mathrm{NaCl}, 1 \%$ Nonidet P$40,1 \%$ sodium deoxycholate, and $0.1 \%$ sodium dodecyl sulfate) containing proteinase inhibitor cocktail (Roche Diagnostics, Mannheim, Germany). Equal amounts of total protein were electrophoresed through 10\% SDS-polyacrylamide gels after determination of protein concentration by BCA assay (Fisher Scientific, Pittsburgh, PA). The separated protein bands were transferred onto PVDF membranes (GE Healthcare Life Sciences, Marlborough, MA) and blotted against different antibodies, as indicated. The blots were scanned, and the band intensities were quantified using GelQuant.NET software provided by
biochemlabsolutions.com. The relative mean intensity of target proteins was expressed after normalization to the intensity of glyceraldehyde-3-phosphate dehydrogenase bands.
Table E14.

| Compound No. | D $_{\text {max }}$ | IC50 |
| :---: | :---: | :---: |
| ARD-1 | $>75 \%$ | $<10 \mathrm{nM}$ |
| ARD-2 | $>75 \%$ | $<10 \mathrm{nM}$ |
| ARD-3 | $>75 \%$ | $<10 \mathrm{nM}$ |
| ARD-4 | $>75 \%$ | $<10 \mathrm{nM}$ |

## 5. BRD9 DEGRADERS

Table E15.

| Compound <br> No. | Structure | Chemical Name |
| :---: | :---: | :---: | :---: | :---: |
| BRD-1 | 3-(1'-((3-(4-(6-(azetidin-1-yl)- <br> 2-methyl-1-oxo-1,2-dihydro- <br> $2,7-$ naphthyridin-4-yl)-2,6- <br> dimethoxybenzoyl)-3- <br> azaspiro[5.5]undecan-9- |  |
| BRD-2 |  |  |

- Synthetic Schemes and Procedures

BRD9-1. 3-(1'-((3-(4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-
2,6-dimethoxybenzoyl)-3-azaspiro[5.5]undecan-9-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione


Step 1: 3-(I'-((3-azaspiro[5.5]undecan-9-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione (1)
[0526] A mixture of tert-butyl 9-formyl-3-azaspiro[5.5]undecane-3-carboxylate (1.5 eq), 3-(6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione (1 eq), and TEA (1.1 eq) in DMF ( 0.2 M ) was stirred at rt. After 1 hour, $\mathrm{NaBH}(\mathrm{OAc}) 3$ (2 eq) was added, and the reaction was stirred overnight at rt under nitrogen. The crude was purified by combi-flush RP-HPLC afforded desired product as a white solid in medium to good yield LC-MS: $[\mathrm{M}+\mathrm{H}]+=621.46$ (retention time: 1.56 min ). Subsequent de-protection with TFA in DCM gave 3-(1'-((3-azaspiro[5.5]undecan-9-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione (1) as a white solid powder. 1H NMR ( 400 MHz , Methanol-d4) $\delta 7.43(\mathrm{~d}, \mathrm{~J}=7.7 \mathrm{~Hz}, 1 \mathrm{H}), 7.35(\mathrm{~d}, \mathrm{~J}=7.7 \mathrm{~Hz}$, $1 \mathrm{H}), 5.13(\mathrm{dd}, \mathrm{J}=13.3,5.1 \mathrm{~Hz}, 1 \mathrm{H}), 4.69(\mathrm{~s}, 2 \mathrm{H}), 4.48(\mathrm{~d}, \mathrm{~J}=17.1 \mathrm{~Hz}, 1 \mathrm{H}), 4.42(\mathrm{~d}, \mathrm{~J}=17.1$ $\mathrm{Hz}, 1 \mathrm{H}), 3.67(\mathrm{~d}, \mathrm{~J}=12.8 \mathrm{~Hz}, 2 \mathrm{H}), 3.21-3.05(\mathrm{~m}, 8 \mathrm{H}), 2.91(\mathrm{ddd}, \mathrm{J}=17.7,13.4,5.3 \mathrm{~Hz}, 1 \mathrm{H})$, $2.78(\mathrm{ddd}, \mathrm{J}=17.6,4.7,2.4 \mathrm{~Hz}, 1 \mathrm{H}), 2.50(\mathrm{qd}, \mathrm{J}=13.2,4.7 \mathrm{~Hz}, 1 \mathrm{H}), 2.41-2.30(\mathrm{~m}, 2 \mathrm{H}), 2.17$ (dtd, J = 12.8, 5.3, 2.4 Hz, 1H), 2.10-2.01 (m, 2H), 1.89-1.70 (m, 7H), $1.61(\mathrm{t}, \mathrm{J}=6.0 \mathrm{~Hz}$, 2H), 1.40 - 1.22 (m, 5H). Chemical Formula: C30H40N4O4. LC-MS: [M+H]+ = 521.4 (retention time: 0.26 min ).

Step 2: methyl 4-bromo-2,6-dimethoxybenzoate (2)
[0527] To an aliquot of 4-bromo-2,6-dimethoxybenzoic acid dissolved in methanol ( $\sim 0.2 \mathrm{M}$ ) was added catalytic amount of concentrated sulfuric acid. The mixture is allowed to heat at 80 oC with reflux. Upon completion the mixture is concentrated via rotvap. The crude was purified by flash column chromatography using a gradient from $0 \%$ to $20 \%$ of MeOH in DCM to afford methyl 4-bromo-2,6-dimethoxybenzoate as slight yellow solid in quantitative yield. LC/MS: $[\mathrm{M}+1]+=276.7$ (retention time: 3.98 min ).

Step 3: methyl 2,6-dimethoxy-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)benzoate (3)
[0528] A mixture of methyl 4-bromo-2,6-dimethoxybenzoate (2) ( $960 \mathrm{mg}, 3.48 \mathrm{mmol} ; 1 \mathrm{eq}$ ), bis(pinacolato)diboron ( $1.06 \mathrm{~g}, 4.18 \mathrm{mmol} ; 1.2 \mathrm{eq}$ ), $\operatorname{KOAc}(1.02 \mathrm{~g}, 10.44 ; 3.0 \mathrm{eq})$, and $\operatorname{Pd}(\mathrm{dppf}) \mathrm{Cl} 2(284 \mathrm{mg}, 0.35 \mathrm{mmol} ; 0.1 \mathrm{eq})$ in 17 mL dioxane ( 0.2 M ) was stirred overnight at 100 oC under nitrogen atmosphere. After cooled down to rt , the resulting mixture was filtered through Celite and washed several times with EtOAc. The organic phase was washed with H 2 O and brine, dried over Na2SO4, filtered, and evaporated in vacuum. The crude was purified by flash column chromatography using a gradient from $0 \%$ to $100 \%$ of EtOAc in hexanes to obtain the desired compound with decent yield ( $1.04 \mathrm{~g}, 3.24 \mathrm{mmol} ; 93 \%$ ). 1H NMR ( 400 MHz , DMSO-d6) $\delta 6.91(\mathrm{~s}, 2 \mathrm{H}), 3.91(\mathrm{~s}, 6 \mathrm{H}), 3.77(\mathrm{~s}, 3 \mathrm{H}), 1.31(\mathrm{~s}, 12 \mathrm{H}) ;$ LC-MS: $[\mathrm{M}+\mathrm{H}]+=322.9$ (retention time: 4.93 min ).

Step 4: 6-chloro-2-methyl-2,7-naphthyridin-1(2H)-one (4)
[0529] To a stirred mixture of 6-chloro-2H-2,7-naphthyridin-l-one ( $1.41 \mathrm{~g}, 7.81 \mathrm{mmol}, 1.0 \mathrm{eq}$ ) in anhydrous THF ( 28 mL ) was added $\mathrm{NaH}(937 \mathrm{mg}, 23.43 \mathrm{mmol}, 3.0 \mathrm{eq}, 60 \%$ ) in portions at $0^{\circ} \mathrm{C}$. After 10 min , to above mixture was added $\mathrm{Mel}(3.33 \mathrm{~g}, 23.43 \mathrm{mmol}, 3.0 \mathrm{eq})$ at $0^{\circ} \mathrm{C}$. The mixture was allowed to stir for 10 min at $0^{\circ} \mathrm{C}$. Then the mixture was allowed to stir for 12 h at room temperature. The resulting mixture was concentrated by rotvap. The crude solid was slurried with water ( 10 mL ), and the solid was filtered and collected to give the 6 -chloro-2-methyl-2,7-naphthyridin-l-one as a yellow solid, that was used directly without further purification.

Step 5: 4-bromo-6-chloro-2-methyl-2,7-naphthyridin-1(2H)-one (5)
[0530] To a stirred mixture of 6-chloro-2-methyl-2,7-naphthyridin-l-one (1.0 eq) in DMF was added NBS ( 1.1 eq ), the resulting mixture was stirred for 2 h at $90^{\circ} \mathrm{C}$. The reaction mixture was cooled and diluted with DCM, and washed with water ( $3 \times 100 \mathrm{~mL}$ ), the organic layers were combined, dried and concentrated. Then the residue was slurried with EtOAc, the slurry was filtered, washed with EtOAc to afford 4-bromo-6-chloro-2-methyl-2,7-naphthyridin-1-one $(1.14 \mathrm{~g}, 4.15 \mathrm{mmol}, 53 \%$ for 2 steps) as a white solid. LCMS (ESI) m/z: $[\mathrm{M}+\mathrm{H}]+=274.8$ (retention time: 1.44 min ).

Step 6: 6-(azetidin-1-yl)-4-bromo-2-methyl-2,7-naphthyridin-1(2H)-one (6)
[0531] To a solution of 4-bromo-6-chloro-2-methyl-2,7-naphthyridin-1-one ( $1.14 \mathrm{~g}, 4.15$ $\mathrm{mmol}, 1.0 \mathrm{eq}$ ) and azetidine HCl salt ( $736 \mathrm{mg}, 12.45 \mathrm{mmol}, 3 \mathrm{eq}$ ) in DMSO ( 13 mL ) was added K2CO3 ( $2.86 \mathrm{~g}, 20.73 \mathrm{mmol}, 5 \mathrm{eq}$ ). The resulting solution was stirred at $130^{\circ} \mathrm{C}$ for 2 hours. The resulting mixture was cooled and diluted with water ( 25 mL ), and then extracted with EtOAc ( 3 x 30 mL ). The combined organic layers were washed with brine, dried over anhydrous Na 2 SO 4 , concentrated under reduced pressure to afford 6-(azetidin-1-yl)-4-bromo-2-methyl-2,7-naphthyridin-1 2 H )-one as a grey solid, that was used directly without further purification. LCMS (ESI) $\mathrm{m} / \mathrm{z}:[\mathrm{M}+\mathrm{H}]+=295.9$ (retention time: 1.23 min ).
Step 7: methyl 4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6dimethoxybenzoate (7)
[0532] A mixture of 6-(azetidin-1-yl)-4-bromo-2-methyl-2,7-naphthyridin-1(2H)-one (150 $\mathrm{mg}, 0.506 \mathrm{mmol} ; 1 \mathrm{eq})$, methyl 2,6-dimethoxy-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2yl)benzoate ( $163 \mathrm{mg}, 0.506 \mathrm{mmol} ; 1 \mathrm{eq}$ ), Tetrakis(triphenylphosphine)palladium(0) ( 29 mg , $0.025 \mathrm{mmol} ; 0.05 \mathrm{eq})$, and $\mathrm{K} 2 \mathrm{CO} 3(140 \mathrm{mg}, 1.02 \mathrm{mmol} ; 2.0 \mathrm{eq})$ in dioxane ( 0.2 M ) : H2O ( $4: 1$, $\mathrm{v} / \mathrm{v}$ ) was stirred overnight at 90 oC under nitrogen atmosphere. After cooled down to rt , the resulting mixture was filtered through Celite and washed several times with EtOAc. The organic phase was washed with H 2 O and brine, dried over Na 2 SO 4 , filtered, and evaporated in vacuum. The crude was purified by preparative HPLC to afford methyl 4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6-dimethoxybenzoate. LC/MS: [M+1]+ $=410.3$ (retention time: 1.40 min ).

Step 8: 4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6dimethoxybenzoic acid (8)
[0533] An aliquot of methyl 4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6-dimethoxybenzoate dissolved in THF:MeOH ( $2 \mathrm{~mL}: 1 \mathrm{~mL} ; 2: 1=\mathrm{v} / \mathrm{v}$ ). To this mixture 2 mL of 6 N NaOH (aq.) was added followed by reflux at 80 oC for overnight. Upon completion the reaction mixture was cooled down to 0 oC with ice bath, then neutralized with aq. HCl slowly. Subsequent purification via reverse phase HPLC afforded 4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6-dimethoxybenzoic acid ( 80 mg , $0.202 \mathrm{mmol}, 40 \%$ for 2 steps $)$. 1 H NMR ( 400 MHz , Methanol-d4) $\delta 8.91(\mathrm{~d}, \mathrm{~J}=2.6 \mathrm{~Hz}, 1 \mathrm{H})$, 7.58 (d, J = $2.2 \mathrm{~Hz}, 1 \mathrm{H}), 6.76(\mathrm{~s}, 2 \mathrm{H}), 6.35(\mathrm{~d}, \mathrm{~J}=2.9 \mathrm{~Hz}, 1 \mathrm{H}), 4.23(\mathrm{t}, \mathrm{J}=7.0 \mathrm{~Hz}, 4 \mathrm{H}), 3.87$ $(\mathrm{s}, 6 \mathrm{H}), 3.57(\mathrm{~s}, 3 \mathrm{H}), 2.59-2.47(\mathrm{~m}, 2 \mathrm{H})$. LC/MS: [M+1]+ = 396.4 (retention time: 0.98 min$)$.

Step 9: 3-(1'-((3-(4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6-dimethoxybenzoyl)-3-azaspiro[5.5]undecan-9-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spirolfuro[2,3-e ]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione (BRD9-1)
[0534] To a solution of 4-(6-(azetidin-1-yl)-2-methyl-1-oxo-1,2-dihydro-2,7-naphthyridin-4-yl)-2,6-dimethoxybenzoic acid ( $27 \mathrm{mg}, 0.068 \mathrm{mmol} ; 1 \mathrm{eq}$ ) in DMF ( 2 mL ), HATU ( 31 mg , $0.082 \mathrm{mmol}, 1.2 \mathrm{eq})$, 3-(1'-((3-azaspiro[5.5]undecan-9-yl)methyl)-6-oxo-6,8-dihydro-2H,7H-spiro[furo[2,3-e]isoindole-3,4'-piperidin]-7-yl)piperidine-2,6-dione ( $71 \mathrm{mg}, 0.136 \mathrm{mmol} ; 2$ eq), and DIEA ( 5 eq ) were added. The reaction mixture was stirred at rt for 2 h . Upon completion $1 / 2$ volume of H 2 O was added, followed by RP-HPLC to afford desired compound BRD9-1 ( $37 \mathrm{mg}, 0.041 \mathrm{mmol} ; 61 \%$ ). 1H NMR ( 400 MHz , Methanol-d4) $\delta 8.85(\mathrm{dd}, \mathrm{J}=2.1$, $0.7 \mathrm{~Hz}, 1 \mathrm{H}), 7.62(\mathrm{~d}, \mathrm{~J}=1.6 \mathrm{~Hz}, 1 \mathrm{H}), 7.41(\mathrm{dd}, \mathrm{J}=9.0,7.7 \mathrm{~Hz}, 1 \mathrm{H}), 7.32(\mathrm{dd}, \mathrm{J}=22.8,7.7 \mathrm{~Hz}$, $1 \mathrm{H}), 6.80(\mathrm{~d}, \mathrm{~J}=3.6 \mathrm{~Hz}, 2 \mathrm{H}), 6.46-6.37(\mathrm{~m}, 1 \mathrm{H}), 5.13(\mathrm{dd}, \mathrm{J}=13.3,5.1 \mathrm{~Hz}, 1 \mathrm{H}), 4.90(\mathrm{~s}, 2 \mathrm{H})$, $4.80(\mathrm{~s}, 2 \mathrm{H}), 4.69(\mathrm{~d}, \mathrm{~J}=2.9 \mathrm{~Hz}, 2 \mathrm{H}), 4.47(\mathrm{~d}, \mathrm{~J}=17.2 \mathrm{~Hz}, 1 \mathrm{H}), 4.40(\mathrm{~d}, \mathrm{~J}=17.0 \mathrm{~Hz}, 1 \mathrm{H}), 4.27$ $(\mathrm{q}, \mathrm{J}=9.2,8.5 \mathrm{~Hz}, 4 \mathrm{H}), 3.86(\mathrm{~s}, 6 \mathrm{H}), 3.76(\mathrm{~d}, \mathrm{~J}=5.6 \mathrm{~Hz}, 2 \mathrm{H}), 3.66(\mathrm{~d}, \mathrm{~J}=11.3 \mathrm{~Hz}, 2 \mathrm{H}), 3.57$ $(\mathrm{d}, \mathrm{J}=2.3 \mathrm{~Hz}, 3 \mathrm{H}), 3.18-3.04(\mathrm{~m}, 4 \mathrm{H}), 2.90(\mathrm{ddd}, \mathrm{J}=17.6,13.4,5.4 \mathrm{~Hz}, 1 \mathrm{H}), 2.78(\mathrm{ddd}, \mathrm{J}=$ $17.6,4.9,2.6 \mathrm{~Hz}, 1 \mathrm{H}), 2.52(\mathrm{ddt}, \mathrm{J}=26.7,13.3,7.2 \mathrm{~Hz}, 3 \mathrm{H}), 2.33(\mathrm{q}, \mathrm{J}=9.2,6.5 \mathrm{~Hz}, 2 \mathrm{H}), 2.17$ (ddd, J = 9.9, 5.3, 2.5 Hz, 1H), 2.10-2.01 (m, 2H), $1.85(\mathrm{~d}, \mathrm{~J}=9.8 \mathrm{~Hz}, 2 \mathrm{H}), 1.74-1.69(\mathrm{~m}$, $2 \mathrm{H}), 1.69(\mathrm{~s}, 1 \mathrm{H}), 1.56(\mathrm{~s}, 1 \mathrm{H}), 1.49(\mathrm{t}, \mathrm{J}=5.8 \mathrm{~Hz}, 1 \mathrm{H}), 1.39(\mathrm{~d}, \mathrm{~J}=6.8 \mathrm{~Hz}, 1 \mathrm{H}), 1.31(\mathrm{~d}, \mathrm{~J}=$ $10.0 \mathrm{~Hz}, 3 \mathrm{H}$ ); Chemical Formula: C51H59N7O8; LC-MS: $[\mathrm{M}+\mathrm{H}]+=899.85$ (rt: 1.32 min ).

[^0]


13
$\mathrm{NaBH}(\mathrm{OAC}), \mathrm{DIEA}, \mathrm{MeOH} / \mathrm{DCM}(1: 1, \mathrm{v} / \mathrm{v})$


Step 1: methyl 2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoate (9)
[0535] A mixture of 5-bromo-1,3,4-trimethylpyridin-2(1H)-one ( $646 \mathrm{mg}, 3.18 \mathrm{mmol} ; 1 \mathrm{eq}$ ), methyl 2,6-dimethoxy-4-(4,4,5,5-tetramethyl-1,3,2-dioxaborolan-2-yl)benzoate ( $1.024 \mathrm{~g}, 3.18$ mmol; 1 eq ), Tetrakis(triphenylphosphine)palladium(0) ( $184 \mathrm{mg}, 0.16 \mathrm{mmol} ; 0.05 \mathrm{eq}$ ), and K2CO3 ( $878 \mathrm{mg}, 6.36 \mathrm{mmol} ; 2.0 \mathrm{eq}$ ) in dioxane ( 0.2 M ) : H2O (4:1, v/v) was stirred overnight at 90 oC under nitrogen atmosphere. After cooled down to rt, the resulting mixture was filtered through Celite and washed several times with EtOAc. The organic phase was washed with H 2 O and brine, dried over Na2SO4, filtered, and evaporated in vacuum. The crude was purified by preparative HPLC to afford methyl 2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoate (9) with decent yield. LC/MS: $[\mathrm{M}+1]+=332.1$ (retention time: 2.92 min ).

Step 2: 2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoic acid (10)
[0536] An aliquot of methyl 2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3yl)benzoate dissolved in THF:MeOH ( $2 \mathrm{~mL}: 1 \mathrm{~mL} ; 2: 1=\mathrm{v} / \mathrm{v}$ ). To this mixture 2 mL of 6 N NaOH (aq.) was added followed by reflux at 80 oC for overnight. Upon completion the reaction mixture was cooled down to 0 oC with ice bath, then neutralized with aq. HCl slowly. Subsequent purification via reverse phase HPLC afforded 2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoic acid (10) ( $585 \mathrm{mg}, 1.84 \mathrm{mmol}, 58 \%$ for 2 steps). 1H

NMR ( 400 MHz , Methanol-d4) $\delta 7.45$ ( $\mathrm{s}, 1 \mathrm{H}$ ), 6.59 ( $\mathrm{s}, 2 \mathrm{H}$ ), $3.84(\mathrm{~s}, 6 \mathrm{H}), 3.60(\mathrm{~s}, 3 \mathrm{H}), 2.16(\mathrm{~d}$, $\mathrm{J}=12.0 \mathrm{~Hz}, 6 \mathrm{H}) . \mathrm{LC} / \mathrm{MS}:[\mathrm{M}+1]+=318.1$ (retention time: 1.99 min ).

Step 3: 5-(4-(9-(hydroxymethyl)-3-azaspiro[5.5]undecane-3-carbonyl)-3,5-dimethoxyphenyl)-1,3,4-trimethylpyridin-2(1H)-one (11)
[0537] To a solution of 2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3yl)benzoic acid ( $63 \mathrm{mg}, 0.197 \mathrm{mmol}, 1 \mathrm{eq}$ ) in DMF ( 2 mL ), HATU ( 1.2 eq ), (3-azaspiro[5.5]undecan-9-yl)methanol ( $54 \mathrm{mg}, 0.296 \mathrm{mmol}, 1.5 \mathrm{eq}$ ), and DIEA ( 10 eq ) were added. The reaction mixture was stirred at rt for 2 h . Upon completion $1 / 2$ volume of H 2 O was added, followed by RP-HPLC to afford 5-(4-(9-(hydroxymethyl)-3-azaspiro[5.5]undecane-3-carbonyl)-3,5-dimethoxyphenyl)-1,3,4-trimethylpyridin-2(1H)-one (11) (72 mg, 0.149 mmol ; $76 \%$ ). LC-MS: $[\mathrm{M}+\mathrm{H}]+=283.3$ (retention time: 3.44 min ).

Step 4: 3-(2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoyl)-3-azaspiro[5.5]undecane-9-carbaldehyde (12)
[0538] To a solution of 5-(4-(9-(hydroxymethyl)-3-azaspiro[5.5]undecane-3-carbonyl)-3,5-dimethoxyphenyl)-1,3,4-trimethylpyridin-2( 1 H )-one ( $72 \mathrm{mg}, 0.149 \mathrm{mmol}$ ) in dichloromethane ( 3 mL ) was added 1.3 eq DMP. The mixture was stirred at room temperature for 30 mins . TLC (ethyl acetate: hexane $=1: 1$ ) showed reaction was complete. The mixture was diluted with dichloromethane ( 3 ml ) and filtered through a pad of Celite. The filtrate was concentrated in vacuum. The crude product was purified by silica gel column chromatography to yield 3-(2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoyl)-3-azaspiro[5.5]undecane-9-carbaldehyde ( $30 \mathrm{mg}, 0.063 \mathrm{mmol} ; 42 \%$ ).

Step 5: 1'-((3-(2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoyl)-3-azaspiro[5.5]undecan-9-yl)methyl)-7-(2,6-dioxopiperidin-3-yl)-7-hydro-2H,6H-spiro[furo[2,3-e ]isoindole-3,4'-piperidine]-6,8-dione (dBRD9-1)
[0539] A mixture of 3-(2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoyl)-3-azaspiro[5.5]undecane-9-carbaldehyde ( $30 \mathrm{mg}, 0.063 \mathrm{mmol}, 1.5 \mathrm{eq}$ ), 7-(2,6-dioxopiperidin-3-yl)-7-hydro-2H,6H-spiro[furo[2,3-e]isoindole-3,4'-piperidine]-6,8-dione (16 $\mathrm{mg}, 0.042 \mathrm{mmol}, 1 \mathrm{eq}$ ), and TEA ( 1.1 eq ) in DMF ( 0.2 M ) was stirred at rt. After 1 hour, $\mathrm{NaBH}(\mathrm{OAc}) 3$ ( 2 eq ) was added, and the reaction was stirred overnight at rt under nitrogen. The crude was purified by Pre-HPLC afforded desired product as a white solid ( $20 \mathrm{mg}, 0.024 \mathrm{mmol}$, $58 \%$ ). 1H NMR ( 400 MHz , Methanol-d4) $\delta 7.59$ (dd, J $=7.4,2.6 \mathrm{~Hz}, 1 \mathrm{H}$ ), $7.51-7.43(\mathrm{~m}, 2 \mathrm{H})$, $6.61(\mathrm{~d}, \mathrm{~J}=1.6 \mathrm{~Hz}, 2 \mathrm{H}), 5.15-5.06(\mathrm{~m}, 1 \mathrm{H}), 4.82(\mathrm{~d}, \mathrm{~J}=2.9 \mathrm{~Hz}, 3 \mathrm{H}), 3.83(\mathrm{~d}, \mathrm{~J}=1.6 \mathrm{~Hz}, 6 \mathrm{H})$, $3.80-3.65(\mathrm{~m}, 4 \mathrm{H}), 3.60(\mathrm{~d}, \mathrm{~J}=2.3 \mathrm{~Hz}, 3 \mathrm{H}), 3.27(\mathrm{~d}, \mathrm{~J}=7.4 \mathrm{~Hz}, 3 \mathrm{H}), 3.09(\mathrm{dd}, \mathrm{J}=14.9,7.1$ $\mathrm{Hz}, 3 \mathrm{H}), 2.94-2.80(\mathrm{~m}, 1 \mathrm{H}), 2.80-2.64(\mathrm{~m}, 2 \mathrm{H}), 2.38-2.26(\mathrm{~m}, 2 \mathrm{H}), 2.20-2.09(\mathrm{~m}, 9 \mathrm{H})$,
$1.86(\mathrm{~d}, \mathrm{~J}=13.3 \mathrm{~Hz}, 3 \mathrm{H}), 1.69(\mathrm{~d}, \mathrm{~J}=17.3 \mathrm{~Hz}, 3 \mathrm{H}), 1.55(\mathrm{~d}, \mathrm{~J}=5.7 \mathrm{~Hz}, 1 \mathrm{H}), 1.49(\mathrm{t}, \mathrm{J}=6.0$
$\mathrm{Hz}, 1 \mathrm{H}), 1.37(\mathrm{~d}, \mathrm{~J}=5.6 \mathrm{~Hz}, 2 \mathrm{H}), 1.30(\mathrm{~m}, 3 \mathrm{H})$; Chemical Formula: C47H55N5O9; LC-MS:
$[\mathrm{M}+\mathrm{H}]+=834.52$ (retention time: 1.31 min ).

- Biological Activity

HiBiT Assay for protein degradation:
[0069] The HiBit assay was performed using engineered HEK293 CRISPR knock-in cell utilizing the Nano-Glo HiBiT Lytic Detection System from Promega, Cat \# N3040. Compounds were transferred, 25 nL DMSO or test compounds (final DMSO @ $0.1 \%$ ) to intermediate plates (Corning3570) using ECHO550. Cells were seeded onto compounds at 2000 cells $/ 25 \mathrm{uL} /$ well and incubated for 6 hrs in tissue culture incubator at $37^{\circ} \mathrm{C}$ and $5 \% \mathrm{CO}_{2}$. The LgBiT Protein was diluted at 1:100 and the Nano-Glo® HiBiT Lytic Substrate 1:50 into an appropriate volume of room temperature using the Nano-Glo® HiBiT Lytic Buffer. At end of compound incubation time 15 ul of the detection reagent was added to each well (without LgBiT for negative control wells) using the Thermo Scientific multidrop combi. The plate was shaken for 10 mins at RT using Combi. After brief centrifugation ( 2000 rpm 1 mins ), plate was read on Envision (Ultrasensitive luminescence model). The results of the HiBiT Assay are summarized in Table E16 below.

## Table E1G.

| Compound No. | BRD9 |  |
| :---: | :---: | :---: |
|  | HEK293 HiBit |  |
| BRD-1 | DC $_{50}$ (nM) | D $_{\text {max }}$ (\%) |
| BRD-2 | A | A |

## Note:

$\mathrm{DC}_{50}$ : A ( $<10 \mathrm{nM}$ ), B ( $10-100 \mathrm{nM}$ ), C ( $101-500 \mathrm{nM}$ ), and D ( $>500 \mathrm{nM}$ ).
$\mathrm{D}_{\text {max }}$ : A ( $>90 \%$ degradation), B (70-90\% degradation), $\mathrm{C}(50-69 \%$ degradation), and $\mathrm{D}(<50 \%$ degradation).

## INCORPORATION BY REFERENCE

[0540] All publications and patents mentioned herein are hereby incorporated by reference in their entirety as if each individual publication or patent was specifically and individually indicated to be incorporated by reference. In case of conflict, the present application, including any definitions herein, will control.

## EQUIVALENTS

[0541] As used herein and in the appended claims, the singular forms "a," "an," and "the" include plural referents unless the context clearly dictates otherwise. Thus, for example, reference to "an agent" includes a plurality of such agents, and reference to "the cell" includes reference to one or more cells (or to a plurality of cells) and equivalents thereof known to those skilled in the art, and so forth.
[0542] While specific embodiments of the subject invention have been discussed, the above specification is illustrative and not restrictive. Many variations of the invention will become apparent to those skilled in the art upon review of this specification and the claims below. The full scope of the invention should be determined by reference to the claims, along with their full scope of equivalents, and the specification, along with such variations.

## CLAIMS

## WHAT IS CLAIMED IS:

1. A compound of Formula II:

(II),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, wherein
$\mathrm{B}^{2}$ is N or $\mathrm{CR}^{\mathrm{B} 2}$;
$\mathrm{B}^{3}$ is N or $\mathrm{CR}^{\mathrm{B} 3}$;
$\mathrm{B}^{4}$ is N or $\mathrm{CR}^{\mathrm{B4}}$;
$\mathrm{B}^{5}$ is N or $\mathrm{CR}^{\mathrm{B} 5}$;
$R^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B} 4}$, and $\mathrm{R}^{\mathrm{B} 5}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5 - to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, - $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, - $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; wherein one of $R^{B 2}$ and $R^{B 3}, R^{B 3}$ and $R^{B 4}$, or $R^{B 4}$ and $R^{B 5}$, together with the carbon atoms to which they are bonded, form Ring A, wherein Ring A is optionally substituted 7- to 16membered spiro heterocycle;
--- denotes an optional covalent bond between $B^{1}$ and $C^{1}$;
i) when the bond between $B^{1}$ and $C^{1}$ is present:
$r$ is 1 ;
$\mathrm{B}^{1}$ is C ;
$\mathrm{C}^{1}$ is $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{Cl}}\right)-*$, or $-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)-*$;
each $\mathrm{R}^{\mathrm{C1}}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
two $\mathrm{R}^{\mathrm{Cl}}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocycle or 3- to 6-membered heterocycle, wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{R}^{\mathrm{Cl}^{\prime}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and * denotes attachment to Ring B; and
$\mathrm{C}^{2}$ is N ;
ii) when the bond between $B^{1}$ and $C^{1}$ is absent:
$r$ is 0 or 1 ;
$\mathrm{B}^{1}$ is N or $\mathrm{CR}^{\mathrm{B} 1}$;
$\mathrm{R}^{\mathrm{B1} 1}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{1}$ is absent; or
$\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{2}$ is N or O ;
wherein i) when $\mathrm{C}^{2}$ is N , then $\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; ii) when $\mathrm{C}^{2}$ is O , then $\mathrm{C}^{1}$ is absent;
$\mathrm{R}^{\mathrm{D} 1}$ is hydrogen, deuterium, or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; q is an integer from 0 to 2,
each $\mathrm{R}^{\mathrm{D}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and
d is an integer selected from 0 to 5 ,
wherein:
each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, and 5- or 6-membered heteroaryl; or
two $\mathrm{R}^{\mathrm{u}}$, together with the one or more intervening atoms, form $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl;
each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5 - to 10-membered heteroaryl;
each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; and
each $\mathrm{R}^{\mathrm{c}}$ and $\mathrm{R}^{\mathrm{d}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; or
$R^{c}$ and $R^{d}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl or 5- to 10 -membered heteroaryl, wherein the heterocyclyl or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, - CN , -$\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl;
wherein each of $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{\mathrm{z}}$;
each $\mathrm{R}^{2}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- or 6-membered heteroaryl.

## 2. A conjugate of Formula II:


(II),
wherein:
$\mathrm{B}^{2}$ is N or $\mathrm{CR}^{\mathrm{B} 2}$;
$\mathrm{B}^{3}$ is N or $\mathrm{CR}^{\mathrm{B} 3}$;
$\mathrm{B}^{4}$ is N or $\mathrm{CR}^{\mathrm{B} 4}$;
$\mathrm{B}^{5}$ is N or $\mathrm{CR}^{\mathrm{B5}}$;
$\mathrm{R}^{\mathrm{B} 2}, \mathrm{R}^{\mathrm{B} 3}, \mathrm{R}^{\mathrm{B} 4}$, and $\mathrm{R}^{\mathrm{B} 5}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3 - to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, $-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{c} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; wherein one of $R^{B 2}$ and $R^{B 3}, R^{B 3}$ and $R^{B 4}$, or $R^{B 4}$ and $R^{B 5}$, together with the carbon atoms to which they are bonded, form Ring A attached to -L-T, wherein Ring A is optionally substituted 7 - to 16 -membered spiro heterocycle;
--- denotes an optional covalent bond between $\mathrm{B}^{1}$ and $\mathrm{C}^{1}$;
i) when the bond between $B^{1}$ and $C^{1}$ is present:
$r$ is 1 ;
$\mathrm{B}^{1}$ is C ;
$\mathrm{C}^{1}$ is $\left.-\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)_{2}-,-\mathrm{C}(=\mathrm{O})-,-(\mathrm{C}=\mathrm{O})-\mathrm{N}\left(\mathrm{R}^{\mathrm{Cl}}\right)\right)^{*}$, or $-\mathrm{N}=\mathrm{C}\left(\mathrm{R}^{\mathrm{Cl}}\right)-*$;
each $\mathrm{R}^{\mathrm{Cl}}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
two $\mathrm{R}^{\mathrm{Cl}}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocycle or 3- to 6-membered heterocycle, wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{R}^{\mathrm{Cl}^{\prime}}$ is H or $\mathrm{C}_{1-6}$ alkyl optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$, and * denotes attachment
to Ring B ; and $\mathrm{C}^{2}$ is N ;
ii) when the bond between $B^{1}$ and $C^{1}$ is absent:
$r$ is 0 or 1 ;
$B^{1}$ is $N$ or $C R^{B 1}$;
$\mathrm{R}^{\mathrm{B1}}$ is hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{1}$ is absent; or
$\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$\mathrm{C}^{2}$ is N or O ;
wherein i) when $\mathrm{C}^{2}$ is N , then $\mathrm{C}^{1}$ is hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; ii) when $\mathrm{C}^{2}$ is O , then $\mathrm{C}^{1}$ is absent;
$R^{D 1}$ is hydrogen, deuterium, or $C_{1-6}$ alkyl optionally substituted with one or more $R^{u}$;
$q$ is an integer from 0 to 2 ,
each $\mathrm{R}^{\mathrm{D}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$d$ is an integer selected from 0 to 5 ,
$\mathbf{L}$ is linker; and
$\mathbf{T}$ is a ligand for a protein,
wherein:
each $\mathrm{R}^{\mathrm{u}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$
carbocyclyl, 3- to 12-membered heterocyclyl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$ $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$; wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3 \text {-6 }}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, and 5- or 6-membered heteroaryl; or
two $\mathrm{R}^{\mathrm{u}}$, together with the one or more intervening atoms, form $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $\mathrm{C}_{3-12}$ carbocyclyl, or 3- to 12-membered heterocyclyl;
each $\mathrm{R}^{\mathrm{a}}$ is independently $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl;
each $\mathrm{R}^{\mathrm{b}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10-membered heteroaryl; and
each $\mathrm{R}^{\mathrm{c}}$ and $\mathrm{R}^{\mathrm{d}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3 - to 12 -membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10 -membered heteroaryl; or
$R^{\mathrm{c}}$ and $\mathrm{R}^{\mathrm{d}}$, together with the nitrogen atom to which they are attached, form 3- to 12-membered heterocyclyl or 5- to 10 -membered heteroaryl, wherein the heterocyclyl or heteroaryl is optionally substituted with one or more substituents selected from oxo, halogen, - CN , -$\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, and 3- to 6membered heterocyclyl;
wherein each of $R^{a}, R^{b}, R^{c}$, and $R^{d}$ is independently and optionally substituted with one or more $\mathrm{R}^{\mathrm{z}}$;
each $\mathrm{R}^{2}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3 \text {-6 }}$ carbocyclyl, 3- to 6-membered heterocyclyl, $\mathrm{C}_{6}$ aryl, or 5- or 6-membered heteroaryl.
3. The compound or conjugate of claim 1 or 2, wherein the compound or conjugate of Formula II is a compound or conjugate of Formula II-1

(II-1),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof.
4. The compound or conjugate of claim 3 , wherein $\mathrm{C}^{1}$ is $-\mathrm{CH}_{2}$ -
5. The compound or conjugate of claim 1 or 2 , wherein the compound or conjugate of Formula II is a compound or conjugate of Formula II-2

(II-2),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof.
6. The compound or conjugate of any one of claims 1-5, wherein $R^{B 2}$ and $R^{B 3}$, together with the carbon atoms to which they are bonded, form Ring A or Ring A attached to -L-T.
7. The compound or conjugate of any one of claims 1-5, wherein $R^{B 3}$ and $R^{B 4}$, together with the carbon atoms to which they are bonded, form Ring A or Ring A attached to -L-T.
8. The compound or conjugate of any one of claims 1-7, wherein Ring A is:


Ring A attached to -L-T is

wherein:
** denotes attachment to $\mathbf{C}$;
Ring $\mathrm{A}^{\mathrm{II}}$ is $\mathrm{C}_{3-8}$ carbocycle or 3 - to 8 -membered heterocycle;

each $\mathrm{A}^{2}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{A} 2}\right)_{2}-,-\mathrm{NR}^{\mathrm{A}^{2}}-,-\mathrm{O}-,-\mathrm{S}-,-\mathrm{S}(=\mathrm{O})-$, or $-\mathrm{S}(=\mathrm{O})_{2}$-;
each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3 - to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-$
 $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-$ $\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; two geminal $\mathrm{R}^{\mathrm{A} 1}$ or two geminal $\mathrm{R}^{\mathrm{A} 2}$ together form an oxo; or two geminal $\mathrm{R}^{\mathrm{A} 1}$ or two geminal $\mathrm{R}^{\mathrm{A} 2}$, together with the carbon atom to which they are attached, form $\mathrm{C}_{3-6}$ carbocycle or 3- to 6-membered heterocycle, wherein the carbocycle or heterocycle is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
each occurrence of $\mathrm{R}^{\mathrm{Al}^{\prime}}$ and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, C 3 -12 carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10-membered heteroaryl, $\quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\quad-$ $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$;
$a^{\prime}$ and $a^{\prime \prime}$ are independently an integer selected from $0-3$, wherein one of $a^{\prime}$ and $a^{\prime \prime}$ is 0 , and $a^{\prime}$ and $\mathrm{a}^{"}$ are not both 0 ;
each $\mathrm{R}^{\mathrm{A}}$ is independently oxo, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{SR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{NR}^{\mathrm{c}} \mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-$ $\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{NR}^{\mathrm{b}} \mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}, \quad-\mathrm{OS}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}}, \quad-$ $\mathrm{OS}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{OC}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{OC}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}},-\mathrm{OC}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and a is an integer selected from 0 to 8 , as valency permits.
9. The compound or conjugate of claim 8, wherein Ring $A^{1}$ is heterocyclyl.
10. The compound or conjugate of claim 8 or 9 , wherein

Ring A is:


Ring A attached to -L-T is

or

11. The compound or conjugate of claim 8 or 9 , wherein each $\mathrm{A}^{1}$ is independently $-\mathrm{C}\left(\mathrm{R}^{\mathrm{Al}}\right)_{2-}$

12. The compound or conjugate of any one of claims 8-10, wherein
each occurrence of $\mathrm{R}^{\mathrm{A} 1}$ and $\mathrm{R}^{\mathrm{A} 2}$ is independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}$, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{3-6}$ carbocyclyl, or 3- to 6-membered heterocyclyl, wherein the alkyl, alkoxy, alkylamino, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; and
each occurrence of $\mathrm{R}^{\mathrm{A1}}$, and $\mathrm{R}^{\mathrm{A} 2^{\prime}}$ is independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{3-6}$ carbocyclyl, 3- to 6-membered heterocyclyl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=O) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, carbocyclyl, or heterocyclyl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
13. The compound or conjugate of claim 11 , wherein each $\mathrm{A}^{1}$ is independently - $\mathrm{CH}_{2}-$, -NH, or -O-, or each $\mathrm{A}^{2}$ is independently $-\mathrm{CH}_{2}-$, $-\mathrm{NH}-$, or -O-.
14. The compound or conjugate of claim 10, wherein

Ring A is


Ring A attached to -L-T is


15. The compound or conjugate of claim 10, wherein the compound or conjugate of Formula II is

1) a compound of Formula II-1-a-ii, II-1-a-iii, II-1-a-iv, II-1-a-v, II-1-a-vi, II-1-a-vii, II-1-a-ix, II-1-a-x, II-1-a-xi, II-1-a-xii, or II-1-a-xiii:

(II-1-a-ii),

(II-1-a-iii),

(II-1-a-iv),

(II-1-a-v),

(II-1-a-vi),

(II-1-a-vii),

(II-1-a-ix),

(II-1-a-x),

(II-1-a-xi),

(II-1-a-xii), or

(II-1-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, or
2) a conjugate of Formula II'-1-a-ii, II'-1-a-iii, II'-1-a-iv, II'-1-a-v, II'-1-a-vi, II'-1-a-vii, II'-1-a-ix, II'-1-a-x, II'-1-a-xi, II'-1-a-xii, or II-1-a-xiii

(II'-1-a-ii),

(II'-1-a-iii),

(II'-1-a-iv),

(II'-1-a-v),

(II'-1-a-vi),

(II'-1-a-vii),

(II'-1-a-ix),

(II'-1-a-x),

(II'-1-a-xi),

(II'-1-a-xii),

(II'-1-a-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof,
wherein:
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12 -membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
16. The compound or conjugate of claim 15 , wherein $B^{4}$ is $C R^{B 4}$ and $B^{5}$ is $C R^{B 5}$, wherein $\mathrm{R}^{\mathrm{B4}}$ and $\mathrm{R}^{\mathrm{B5}}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5 - to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
17. The compound or conjugate of claim 16 , wherein $R^{B 4}$ and $R^{B 5}$ are both hydrogen.
18. The compound or conjugate of claim 10, wherein the compound or conjugate of Formula II is
1) a compound of Formula II-1-b-ii, II-1-b-iii, II-1-b-iv, II-1-b-v, II-1-b-vi, II-1-b-vii, II-1-b-ix, II-1-b-x, II-1-b-xi, II-1-b-xii, or II-1-b-xiii:

(II-1-b-ii),

(II-1-b-iii),

(II-1-b-iv),

(II-1-b-v),

(II-1-b-vi),

(II-1-b-vii),

(II-1-b-ix),

(II-1-b-x),

(II-1-b-xi),
(II-1-b-xii), or

(II-1-b-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof, or
2) a conjugate of Formula II'-1-b-ii, II'-1-b-iii, II'-1-b-iv, II'-1-b-v, II'-1-b-vi, II'-1-b-vii, II'-1-b-ix, II'-1-b-x, II'-1-b-xi, II'-1-b-xii, or II'-1-b-xiii:

(II'-1-b-iii),

(II-1-b-iv),

(II'-1-b-v),


(II'-1-b-vii),

(H-1-b-vi),

(II'-1-b-x),

(II'-1-b-ix),

(II'-1-b-xi),

(II'-1-b-xii), or

(II'-1-b-xiii),
or a pharmaceutically acceptable salt, solvate, or stereoisomer thereof,
wherein:
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently hydrogen, $\mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, 5- to 10 -membered heteroaryl, $-\mathrm{S}(=\mathrm{O})_{2} \mathrm{R}^{\mathrm{a}}$, $\mathrm{S}(=\mathrm{O})_{2} \mathrm{OR}^{\mathrm{b}},-\mathrm{S}(=\mathrm{O})_{2} \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}},-\mathrm{C}(=\mathrm{O}) \mathrm{R}^{\mathrm{a}},-\mathrm{C}(=\mathrm{O}) \mathrm{OR}^{\mathrm{b}}$, or $-\mathrm{C}(=\mathrm{O}) \mathrm{NR}^{\mathrm{c}} \mathrm{R}^{\mathrm{d}}$, wherein the alkyl, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$; or
$\mathrm{R}^{\mathrm{N} 1}$ and $\mathrm{R}^{\mathrm{N} 2}$ are independently an amino-protecting group.
19. The compound or conjugate of claim 18 , wherein $B^{2}$ is $C R^{B 2}$ and $B^{5}$ is $C R^{B 5}$, wherein $\mathrm{R}^{\mathrm{B} 2}$ and $\mathrm{R}^{\mathrm{B} 5}$ are independently hydrogen, halogen, $-\mathrm{CN},-\mathrm{NO}_{2},-\mathrm{OH},-\mathrm{NH}_{2}, \mathrm{C}_{1-6}$ alkyl, $\mathrm{C}_{1-6}$ alkoxy, $\mathrm{C}_{1-6}$ alkylamino, $\mathrm{C}_{2-6}$ alkenyl, $\mathrm{C}_{2-6}$ alkynyl, $\mathrm{C}_{3-12}$ carbocyclyl, 3- to 12-membered heterocyclyl, $\mathrm{C}_{6-10}$ aryl, or 5- to 10 -membered heteroaryl, wherein the alkyl, alkoxy, alkylamino, alkenyl, alkynyl, carbocyclyl, heterocyclyl, aryl, or heteroaryl is optionally substituted with one or more $\mathrm{R}^{\mathrm{u}}$.
20. The compound or conjugate of claim 19 , wherein $R^{B 2}$ and $R^{B 5}$ are both hydrogen.
21. The compound or conjugate of any one of claims 1-20, wherein $R^{D 1}$ is hydrogen.
22. The compound or conjugate of any one of claims 1-21, wherein $d$ is 0 .
23. The compound or conjugate of any one of claims $1-22$, wherein $q$ is 1 .
24. A compound selected from the compounds in Tables 1 and 2 or a pharmaceutically acceptable salt thereof.
25. A pharmaceutical composition comprising the compound or conjugates of any one of claims 1-23, and a pharmaceutically acceptable excipient.
26. A method of binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample comprising administering the compound of any one of claims 1-23 to the subject or contacting the biological sample with the compound of any one of claims 1-23.
27. Use of the compound of any one of claims 1-23 in the manufacture of a medicament for binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample.
28. A compound of any one of claims 1-23 for use in binding cereblon E3 ubiquitin ligase protein complex in a subject or biological sample.
29. A method of degrading a protein in a subject or biological sample comprising administering the compound or conjguate of any one of claims 1-23 to the subject or contacting the biological sample with the compound or conjguate of any one of claims 1-23.
30. Use of the compound or conjguate of any one of claims 1-23 in the manufacture of a medicament for degrading a protein in a subject or biological sample.
31. A compound or conjguate of any one of claims 1-23 for use in degrading a protein in a subject or biological sample.
32. The method, use, or compound for use of any one of claims 30-33, wherein the protein is an estrogen receptor, a STAT3 protein, an androgen receptor, a SMARCA2 protein, a SMARCA4 protein, a BRD9 protein, or a CBP/p300 protein.

[^1]Box No. II Observations where certain claims were found unsearchable (Continuation of item 2 of first sheet)

This international search report has not been established in respect of certain claims under Article 17(2)(a) for the following reasons:
1.

Claims Nos.:
because they relate to subject matter not required to be searched by this Authority, namely:
2.Claims Nos:
5(completely); 1, 2, 6-14, 21-23, 25-33 (partially)
because they relate to parts of the international application that do not comply with the prescribed requirements to such an extent that no meaningful international search can be carried out, specifically:
see FURTHER INFORMATION sheet PCT/ISA/210
3. $\square$ Claims Nos.
because they are dependent claims and are not drafted in accordance with the second and third sentences of Rule 6.4(a).

Box No. III Observations where unity of invention is lacking (Continuation of item $\mathbf{3}$ of first sheet)

This International Searching Authority found multiple inventions in this international application, as follows:

1. As all required additional search fees were timely paid by the applicant, this international search report covers all searchable claims.
2. $\qquad$ As all searchable claims could be searched without effort justifying an additional fees, this Authority did not invite payment of additional fees.
3. $\square$ As only some of the required additional search fees were timely paid by the applicant, this international search report covers only those claims for which fees were paid, specifically claims Nos.:
4. $\square$ No required additional search fees were timely paid by the applicant. Consequently, this international search report is restricted to the invention first mentioned in the claims;; it is covered by claims Nos.:

## Remark on Protest

The additional search fees were accompanied by the applicant's protest and, where applicable, the payment of a protest fee.The additional search fees were accompanied by the applicant's protest but the applicable protest fee was not paid within the time limit specified in the invitation.No protest accompanied the payment of additional search fees.
## FURTHER INFORMATION CONTINUED FROM PCT/ISA/ 210

Continuation of Box II. 2

Claims Nos.: 5 (completely) ; 1, 2, 6-14, 21-23, 25-33 (partially)

The reasons for which some claims were not searched or only partially searched are specified in the annexed provisional opinion accompanying the partial search results.

The applicant's attention is drawn to the fact that claims relating to inventions in respect of which no international search report has been established need not be the subject of an international preliminary examination (Rule 66.1(e) PCT). The applicant is advised that the EPO policy when acting as an International Preliminary Examining Authority is normally not to carry out a preliminary examination on matter which has not been searched. This is the case irrespective of whether or not the claims are amended following receipt of the search report or during any Chapter II procedure. If the application proceeds into the regional phase before the EPO, the applicant is reminded that a search may be carried out during examination before the EPO (see EPO Guidelines C-IV, 7.2), should the problems which led to the Article 17 (2) PCT declaration be overcome.



[^0]:    BRD9-2. 1'-((3-(2,6-dimethoxy-4-(1,4,5-trimethyl-6-oxo-1,6-dihydropyridin-3-yl)benzoyl)-3-azaspiro[5.5]undecan-9-yl)methyl)-7-(2,6-dioxopiperidin-3-yl)-7-hydro-2H,6H-spirolfuro[2,3-e lisoindole-3,4'-piperidine]-6,8-dione

[^1]:    Form PCT/ISA/210 (second sheet) (April 2005)

