

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF CALIFORNIA

Impossible Foods Inc. v. Impossible LLC, et al.

Impossible Foods Inc. v. Impossible LLC, No. 5:21-cv-02419-BLF (N.D. Cal. June 18, 2025) · No. 5:21-cv-02419-BLF · Decided June 18, 2025

SUMMARY

The United States District Court for the Northern District of California grants Impossible Foods Inc.’s motion to strike four affirmative defenses—waiver, acquiescence, estoppel, and unclean hands—because they lacked sufficient factual matter and fair notice. The court grants Defendants leave to amend and sets a deadline of July 2, 2025, for filing the amended pleading.

CASE DETAILS

|                       |                                                                                                                                                                                                                                                                                          |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| COURT                 | United States District Court for the Northern District of California                                                                                                                                                                                                                     |
| WRITING FOR THE COURT | Beth Labson Freeman                                                                                                                                                                                                                                                                      |
| JURISDICTION          | United States District Court for the Northern District of California                                                                                                                                                                                                                     |
| DECIDED               | June 18, 2025                                                                                                                                                                                                                                                                            |
| DOCKET                | 5:21-cv-02419-BLF                                                                                                                                                                                                                                                                        |
| DISPOSITION           | other                                                                                                                                                                                                                                                                                    |
| PROCEDURAL POSTURE    | Plaintiff moved under Federal Rule of Civil Procedure 12(f) to strike four affirmative defenses asserted in defendants' corrected answer and counterclaims. The court granted the motion and granted defendants leave to amend.                                                          |
| STANDARD OF REVIEW    | A Rule 12(f) motion to strike examines the face of the pleadings to determine whether an affirmative defense is sufficient. Leave to amend is generally freely given absent prejudice, but may be denied for undue delay, bad faith, repeated failure to cure deficiencies, or futility. |
| PRECEDENTIAL VALUE    | unpublished_nonprecedential                                                                                                                                                                                                                                                              |

TOPICS

- affirmative defenses
- pleadings
- civil procedure
- waiver
- commercial litigation

PRACTICE AREAS

## QUESTIONS PRESENTED

1. Whether defendants' bare allegations of waiver, acquiescence, estoppel, and unclean hands sufficiently pleaded affirmative defenses under Federal Rule of Civil Procedure 12(f) and the applicable fair-notice standard.
2. Whether defendants should receive leave to amend the stricken affirmative defenses.

## HOLDINGS

1. Affirmative defenses must include sufficient factual matter to provide fair notice of their factual basis; bare legal conclusions unsupported by factual allegations are insufficient.
2. Defendants should be granted one opportunity to amend the deficient affirmative defenses because the record did not establish undue delay, bad faith, futility, repeated failure to cure, or undue prejudice.

## KEY QUOTATIONS

*“Under that standard, affirmative defenses must plead “enough factual matter” to “show that the pleader is entitled to relief” and to give the plaintiff “fair notice.”*” (at 3)

*“These four affirmative defenses lack any factual matter at all, and entirely fail to give fair notice of the factual basis for Defendants’ assertion of each defense.”* (at 4)

*“Accordingly, Defendants’ Fourth, Fifth, Sixth, and Tenth Affirmative Defenses are STRICKEN.”* (at 4)

*“Defendants’ Fourth, Fifth, Sixth, and Tenth Affirmative Defenses in the Answer and Revised Counterclaims to Third Amended Complaint are STRICKEN WITH LEAVE TO AMEND.”* (at 5)

## FACTUAL BACKGROUND

Defendants asserted waiver, acquiescence, estoppel, and unclean-hands defenses in response to Impossible Foods' Third Amended Complaint. Each defense stated only that one or more claims or requested relief was barred by the named doctrine, without identifying supporting facts or the particular claims at issue. Defendants had already filed a corrected pleading after an earlier motion to strike identified the lack of factual allegations as a deficiency.

## PROCEDURAL HISTORY

Impossible Foods initially filed a declaratory-judgment action concerning a trademark dispute. After appellate proceedings concerning personal jurisdiction and several amendments to the pleadings, Impossible Foods filed a Third Amended Complaint adding trademark infringement, unfair competition, and fraud claims. Defendants answered and asserted counterclaims and affirmative defenses. The court granted Impossible Foods' motion to strike the Fourth, Fifth, Sixth, and Tenth Affirmative Defenses, with leave to amend.

## DISPOSITION

other

## CASES CITED

- Sidney-Vinstein v. A.H. Robins Co., 697 F.2d 880, 885 (9th Cir. 1983)
- Bell Atlantic Corp. v. Twombly, 550 U.S. 544 (2007)
- Ashcroft v. Iqbal, 556 U.S. 662 (2009)
- Hernandez v. County of Monterey, 306 F.R.D. 279, 283-85 (N.D. Cal. 2015)
- Ramirez v. Ghilotti Bros. Inc., 941 F. Supp. 2d 1197, 1204 (N.D. Cal. 2013)
- Scott v. Federal Bond & Collection Service, Inc., No. 10-cv-02825, 2011 WL 176846, at \*4 (N.D. Cal. Jan. 19, 2011)
- Security People, Inc. v. Classic Woodworking, LLC, No. C-04-3133, 2005 WL 645592, at \*2 (N.D. Cal. Mar. 4, 2005)
- CTF Development, Inc. v. Penta Hospitality, LLC, No. C 09-02429, 2009 WL 3517617, at \*7 (N.D. Cal. Oct. 26, 2009)
- Barnes v. AT&T Pension Benefit Plan-Nonbargained Program, 718 F. Supp. 2d 1167, 1170-72 (N.D. Cal. 2010)
- Hayne v. Green Ford Sales, Inc., 263 F.R.D. 647, 650 (D. Kan. 2009)
- Munoz v. PHH Corp., No. 08-cv-0759, 2013 WL 1278509, at \*6 (E.D. Cal. Mar. 26, 2013)
- Ariosta v. Fallbrook Union High School District, No. 08-cv-2421, 2009 WL 1604569, at \*2 (S.D. Cal. June 4, 2009)
- Wyshak v. City National Bank, 607 F.2d 824, 826-27 (9th Cir. 1979)
- Foman v. Davis, 371 U.S. 178, 182 (1962)
- Eminence Capital, LLC v. Aspeon, Inc., 316 F.3d 1048, 1052 (9th Cir. 2003)