

SUPREME COURT OF THE STATE OF NEW YORK, APPELLATE DIVISION,
FIRST DEPARTMENT

Massoumi v. Ganju

Massoumi, 2026 NY Slip Op 02208 (Supreme Court of the State of New York Appellate Division First Department 2026) · No. Index No. 654289/20; Appeal No. 5942; Case No. 2024-07636 · Decided April 14, 2026

SUMMARY

The Appellate Division, First Department affirmed the dismissal of Cyrus Massoumi's fraud claims against Zocdoc-related defendants arising from his removal as the company's chief executive officer. The court held that the defendants' email, presentation, and participation in preparatory meetings did not constitute actionable misrepresentations or omissions, and that the director defendants had no duty to forewarn Massoumi of possible termination. The court did not reach the parties' arguments concerning damages.

CASE DETAILS

COURT	Supreme Court of the State of New York, Appellate Division, First Department
WRITING FOR THE COURT	Kennedy, J.P.; Scarpulla, J.; Kapnick, J.; González, J.; Rodriguez, J.
JURISDICTION	New York Supreme Court, Appellate Division, First Department
DECIDED	April 14, 2026
DOCKET	Index No. 654289/20; Appeal No. 5942; Case No. 2024-07636
DISPOSITION	affirmed
PROCEDURAL POSTURE	Appeal from a judgment dismissing a fraud complaint after the trial court granted defendants' motion for summary judgment and denied plaintiff's motion for partial summary judgment.
STANDARD OF REVIEW	Summary judgment is proper when the record presents no triable issue of material fact and the moving party is entitled to judgment as a matter of law.
PRECEDENTIAL VALUE	Published New York Appellate Division decision
PARTIES	Cyrus Massoumi v. Oliver Kharraz, Nettana Samroengraja, Nikhil Ganju, other defendants

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QUESTIONS PRESENTED

1. Whether defendants' email response, transmission of a presentation labeled "final," and participation in preparatory meetings constituted actionable misrepresentations or omissions supporting a fraud claim.
2. Whether the defendant directors had a duty to warn Massoumi that the board might consider his termination at the meeting.
3. Whether summary judgment dismissing the fraud complaint was proper.

HOLDINGS

1. The record did not present a triable issue of fact because the email stating "sounds good," the presentation labeled "final," and defendants' participation in preparatory meetings did not contain actionable misrepresentations, promises, or warranties.
2. The defendant directors owed their duty to Zocdoc and its shareholders and were not required to forewarn Massoumi that his possible termination would be considered at the board meeting.
3. Summary judgment dismissing the complaint was proper because plaintiff failed to show actionable misrepresentations, a duty to disclose, or a triable issue of fact supporting fraud.

KEY QUOTATIONS

*“As members of Zocdoc's board of directors, defendants' duty was to Zocdoc and its shareholders, and they were not required to forewarn plaintiff that his possible termination would occur at the board meeting” (*2)*

FACTUAL BACKGROUND

Cyrus Massoumi was the chief executive officer of Zocdoc, Inc. Defendants Oliver Kharraz and Nettana Samroengraja served both as directors and senior managers, while Nikhil Ganju was a company employee with the title of Founder. Before a board meeting, defendants participated in planning and rehearsals for a meeting that Massoumi expected would concern product and marketing, but the board instead announced a leadership review, appointed new officers, amended the bylaws, placed Massoumi on administrative leave, and ultimately removed him. Massoumi based his fraud claim on an email stating "sounds good," a presentation labeled "final," and defendants' participation in dry-run meetings.

PROCEDURAL HISTORY

Plaintiff alleged that defendants fraudulently concealed the board's plan to review his leadership and remove him as Zocdoc's chief executive officer. Supreme Court, New York County, granted defendants' motion for summary judgment dismissing the complaint, denied plaintiff's motion for partial summary judgment, and entered judgment dismissing the complaint. The Appellate Division unanimously affirmed.

DISPOSITION

affirmed

CASES CITED

- DIRECTV, LLC v Nexstar Broadcasting, Inc., 199 A.D.3d 561, 562 (1st Dep't 2021)
- Dembeck v 220 Cent. Park S., LLC, 33 A.D.3d 491, 492 (1st Dep't 2006)
- Oppenheimer & Co. v Oppenheim, Appel, Dixon & Co., 173 A.D.2d 203, 204 (1st Dep't 1991)
- J.A.O. Acquisition Corp. v Stavinsky, 8 N.Y.3d 144, 148-149 (2007)
- Eurycleia Partners, LP v Seward & Kissel, LLP, 12 N.Y.3d 553, 559-562 (2009)
- Klaassen v Allegro Dev. Corp., 106 A.3d 1035, 1043-1044 (Del. 2014)
- Benihana of Tokyo, Inc. v Benihana, Inc., 891 A.2d 150, 191 (Del. Ch. 2005), aff'd, 906 A.2d 114 (Del. 2006)

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