

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)

OPINION

Massoumi v. Ganju 2026 NY Slip Op 02208

PER CURIAM.

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Massoumi v Ganju

2026 NY Slip Op 02208

April 14, 2026

Appellate Division, First Department

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This decision is uncorrected and subject to revision before publication in the Official Reports.

Cyrus Massoumi, Plaintiff-Appellant,

v

Nikhil Ganju, et al., Defendants-Respondents.

Decided and Entered: April 14, 2026

Index No. 654289/20|Appeal No. 5942|Case No. 2024-07636

Before: Kennedy, J.P., Scarpulla, Kapnick, González, Rodriguez, JJ.

Williams & Connolly LLP, New York (John S. Williams of counsel), for appellant.

Orrick, Herrington & Sutcliffe LLP, New York (Christopher J. Cariello of counsel), for respondents.

*1

Judgment, Supreme Court, New York County (Jennifer G. Schechter, J.), entered November 20, 2024, dismissing the complaint, and bringing up for review an order, same court and Justice, entered July 12, 2024, which granted defendants' motion for summary judgment dismissing the complaint and denied plaintiff's motion for partial summary judgment, unanimously affirmed, with costs.

Plaintiff Cyrus Massoumi alleged that defendants Oliver Kharraz, Nettana

Samroengraja, and Nikhil Ganju committed fraud in advance of a board meeting that resulted in plaintiff's ouster as Chief Executive Officer of Zocdoc, Inc. Like plaintiff, defendants Kharraz and Samroengraja occupied roles both on the board of directors and in the company's senior management. Ganju was not a member of the board but worked with senior management in his capacity as a company employee with the title of "Founder." In advance of the board meeting, plaintiff conveyed to defendants the expectation that the meeting would focus on product and marketing. Plaintiff, defendants, and other employees prepared presentation materials and conducted dry-run meetings in accordance with plaintiff's vision. The actual meeting did not go as plaintiff planned. Instead, the board announced a leadership review, appointed new officers, amended the company's bylaws, and put plaintiff on administrative leave, ultimately resulting in his removal.

Plaintiff proffered three incidents to support his allegations of fraud: (1) Kharraz's email of "sounds good" in response to plaintiff's proposed presentation topics circulated to senior management for the upcoming board meeting; (2) Samroengraja's forwarding of a PowerPoint presentation titled "final" and an agenda the day before the meeting; and (3) all defendants' attendance and participation in the dry-run rehearsals in preparation for the meeting.

Although half-truths and misleading partial disclosures can support a fraud claim (*see* DIRECTV, LLC v Nexstar Broadcasting, Inc., 199 AD3d 561, 562 [1st Dept 2021]), plaintiff casts these three incidents as actionable misrepresentations rather than omissions. For this framing to adequately support his claim, however, the communicative content of these incidents must have been untrue as to the subsequent injurious actions of the board at the meeting. Notwithstanding plaintiff's protestations to the contrary, the record does not present a triable issue of fact, as the incidents carried no such content and there was no showing of a duty to disclose under the circumstances (*see* Dembeck v 220 Cent. Park S., LLC, 33 AD3d 491, 492 [1st Dept 2006]; *Oppenheimer & Co. v Oppenheim, Appel, Dixon & Co.*, 173 AD2d 203, 204 [1st Dept 1991]; *see also* J.A.O. Acquisition Corp. v Stavinsky, 8 NY3d 144, 148-149 [2007]).

On its face, a responsive email stating solely "sounds good" is merely an acknowledgement. Likewise, an internal document labeled "final" sent in an otherwise contentless email does not, on its own, amount to a promise or warranty. Finally, the record lacks support for actionable misrepresentations constituting fraud in defendants' participation in the preparatory meetings as employees of the company (*see* Eurycleia Partners, LP v Seward & Kissel, LLP, 12 NY3d 553, 559-562 [2009]).

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 (*see* Klaassen v Allegro Dev. Corp., 106 A3d 1035, 1043-1044 [Del 2014]; *Benihana of Tokyo, Inc. v Benihana, Inc.*, 891 A2d 150, 191 [Del Ch 2005], *affd* 906 A2d 114 [Del 2006]). Accordingly, plaintiff cannot claim that he was justified in concluding that directors would not discharge these duties. Supreme Court thus properly granted defendants' motion for summary judgment dismissing the complaint.

Given these determinations, we need not reach the

parties' arguments about the nature of plaintiff's alleged damages.

THIS CONSTITUTES THE DECISION AND ORDER OF THE SUPREME COURT, APPELLATE DIVISION, FIRST DEPARTMENT.

ENTERED: April 14, 2026

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