

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

Polaris Venture Partners VI L.P. v AD-Venture Capital Partners L.P.

2020 NY Slip Op 00483 (App. Div. 1st Dep't 2020) · No. 10834 · Decided January 23, 2020

OPINION

PER CURIAM.

Polaris Venture Partners VI L.P. v AD-Venture Capital Partners L.P. (2020 NY Slip Op 00483)
Polaris Venture Partners VI L.P. v AD-Venture Capital Partners L.P. 2020 NY Slip Op 00483
Decided on January 23, 2020 Appellate Division, First Department Published by New York State
Law Reporting Bureau pursuant to Judiciary Law § 431. This opinion is uncorrected and subject
to revision before publication in the Official Reports.

Decided on January 23, 2020 Renwick, J.P., Manzanet-Daniels, Kern, Oing, González, JJ. 10834
650623/18 [*1] Polaris Venture Partners VI L.P., et al., Plaintiffs-Respondents, vAD-Venture
Capital Partners L.P., et al., Defendants-Appellants. Arnold & Porter Kaye Scholer LLP, New
York (James M. Catterson of counsel), for appellants. Goodwin Procter LLP, New York (Charles
A. Brown of counsel), for respondents.

Order, Supreme Court, New York County (Charles E. Ramos, J.), entered December 26, 2018,
which denied defendants' motion to dismiss, unanimously modified, on the law, to dismiss the
causes of action for unjust enrichment and breach of the covenant of good faith and fair dealing,
and otherwise affirmed, without costs.

The IAS court properly found that plaintiffs adequately stated a claim for breach of the agreement.
However, the existence of an express contract governing the subject matter precludes plaintiffs
claim for unjust enrichment (Clark-Fitzpatrick, Inc. v Long Is. R.R. Co., 70 NY2d 382, 388
[1987]). Similarly, the claim for breach of the implied covenant of good faith and fair dealing
should have been dismissed as duplicative, because it arises from the same facts and seeks the
same damages as the contract claim (Amcan Holdings, Inc. v Canadian Imperial Bank of
Commerce, 70 AD3d 423, 426 [1st Dept 2010], lv denied 15 NY3d 704 [2010]).

THIS CONSTITUTES THE DECISION AND ORDER OF THE SUPREME COURT,
APPELLATE DIVISION, FIRST DEPARTMENT. ENTERED: JANUARY 23, 2020 CLERK