

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF
NEW YORK

Apica Sellers Representative, LLC v. Abbott Laboratories

No. 23-CV-01034-MMG-OTW (S.D.N.Y. Nov. 25, 2025) · No. 23-CV-01034-MMG-OTW · Decided November 25, 2025

SUMMARY

The court grants Apica Sellers Representative, LLC’s motion, construed as a motion for leave to amend under Federal Rules of Civil Procedure 15 and 21, to join Seroba Kernel Life Sciences Fund II Limited Partnership and TriVentures Fund II LP as additional plaintiffs. The court finds good cause under Rule 16 because Plaintiff acted diligently and Defendant would not suffer undue prejudice, and directs Plaintiff to file an amended complaint by December 19, 2025.

CASE DETAILS

COURT	United States District Court for the Southern District of New York
WRITING FOR THE COURT	Ona T. Wang
JURISDICTION	United States District Court for the Southern District of New York
DECIDED	November 25, 2025
DOCKET	23-CV-01034-MMG-OTW
DISPOSITION	other
PROCEDURAL POSTURE	Plaintiff moved to join Seroba Kernel Life Sciences Fund II Limited Partnership and TriVentures Fund II LP as additional plaintiffs. The court construed the motion for joinder as a motion for leave to amend under Federal Rules of Civil Procedure 15 and 21, considered the Rule 16(b) good-cause standard because the scheduling deadline had passed, and granted the motion.
STANDARD OF REVIEW	The court applied the discretionary and permissive standard under Federal Rule of Civil Procedure 15(a)(2), together with Rule 16(b)(4)'s good-cause requirement because the amendment deadline had expired. Good cause focused principally on the movant's diligence, with prejudice to the opposing party also considered.
PRECEDENTIAL VALUE	unpublished, nonprecedential district court opinion

TOPICS

motion to amend

joinder

civil procedure

standing

summary judgment

PRACTICE AREAS

civil procedure

commercial litigation

contracts

QUESTIONS PRESENTED

1. Whether Plaintiff's motion to join Seroba and TriVentures should be construed as a motion for leave to amend the complaint.
2. Whether Plaintiff established good cause under Federal Rule of Civil Procedure 16(b)(4) to modify the expired deadline for joining parties or amending pleadings.
3. Whether amendment should be denied because of undue delay, bad faith, futility, or undue prejudice under Rule 15(a)(2).

HOLDINGS

1. A motion seeking to add parties must be treated as a motion for leave to amend when joinder requires filing an amended pleading.
2. Plaintiff demonstrated good cause under Rule 16(b)(4) to amend after the scheduling-order deadline.
3. Leave to amend was appropriate because Defendant would not suffer undue prejudice and no sufficient reason existed to deny amendment.

KEY QUOTATIONS

“Rule 21 allows a party to be added in an action “at any time, on just terms.”” (Section IV.a)

“Upon weighing the factors, I find Plaintiff has shown good cause for leave to amend.” (Section IV.c)

FACTUAL BACKGROUND

Plaintiff serves as the replacement Sellers' Representative under an Equity Purchase Agreement concerning the acquisition of Apica Cardiovascular Limited and its subsidiaries. The agreement originally named Seroba as Sellers' Representative; Seroba later resigned and appointed Plaintiff, whose sole members are Seroba and TriVentures. Plaintiff alleges Abbott failed to pay at least \$40 million in milestone payments and seeks to add Seroba and TriVentures as plaintiffs after Abbott challenged Plaintiff's Article III standing.

PROCEDURAL HISTORY

Plaintiff sued Abbott Laboratories for allegedly unpaid milestone payments under an Equity Purchase Agreement. The court previously dismissed Plaintiff's unjust-enrichment and quantum-meruit claims without prejudice. After discovery was completed and Abbott moved for summary judgment based on Article III standing, Plaintiff cross-moved to join the former sellers' representative and another entity as plaintiffs. The court found good cause, no undue prejudice, and granted leave to amend, directing Plaintiff to file an amended complaint by December 19, 2025.

DISPOSITION

other

REMAND INSTRUCTIONS

Plaintiff shall file an amended complaint adding Seroba Kernel Life Sciences Fund II Limited Partnership and TriVentures Fund II LP by December 19, 2025.

CASES CITED

- Bridgeport Music, Inc. v. Universal Music Group, Inc., 248 F.R.D. 408, 412 (S.D.N.Y. Feb. 15, 2008)
- Soler v. G & U, Inc., 86 F.R.D. 524, 528 (S.D.N.Y. 1980)
- Williams v. Rosenblatt Securities Inc., 14-CV-4390 (JGK), 2016 WL 590232, at *6 (S.D.N.Y. Feb. 11, 2016)
- Williams v. Citigroup Inc., 659 F.3d 208, 212-13 (2d Cir. 2011)
- Soroof Trading Dev. Co., Ltd. v. GE Microgen, Inc., 283 F.R.D. 142, 147 (S.D.N.Y. 2012)
- Zenith Radio Corp. v. Hazeltine Research, Inc., 401 U.S. 321, 330 (1969)
- McCarthy v. Dun & Bradstreet Corp., 482 F.3d 184, 200 (2d Cir. 2007)
- Foman v. Davis, 371 U.S. 178, 182 (1962)
- Parker v. Columbia Pictures Industries, 204 F.3d 326, 339-40 (2d Cir. 2000)
- Grochowski v. Phoenix Construction, 318 F.3d 80, 86 (2d Cir. 2003)
- Rent-A-Center Inc. v. 47 Mamaroneck Ave. Corp., 215 F.R.D. 100, 104 (S.D.N.Y. 2003)
- Fresh Del Monte Produce, Inc. v. Del Monte Foods, Inc., 304 F.R.D. 170, 175 (S.D.N.Y. Dec. 8, 2014)
- Kassner v. 2nd Avenue Delicatessen Inc., 496 F.3d 229 (2d Cir. 2007)
- Christians of Cal., Inc. v. Clive Christian N.Y., LLP, 2014 WL 3605526, at *4 (S.D.N.Y. July 18, 2014)
- Guity v. Uniondale Union Free Sch. Dist., 2014 WL 795576, at *2 (E.D.N.Y. Feb. 27, 2014)
- Rowe Plastic Surgery of New Jersey, L.L.C. v. Aetna Life Insurance Company, 2025 WL 2218097, at *1 (S.D.N.Y. 2025)
- Pasternack v. Shrader, 863 F.3d 162, 164 (2d Cir. 2017)
- Duling v. Gristede's Operating Corp., 265 F.R.D. 91, 100-101 (S.D.N.Y. 2010)
- Mohan v. N.Y.C. Department of Correction, 214 F.3d 275, 284 (2d Cir. 2000)
- Covet & Mane, LLC v. Invisible Bead Extensions, LLC, 2023 WL 2919554, at *4 (S.D.N.Y. Mar. 23, 2023)
- Michalek v. Amplify Sports & Entertainment LLC, 2012 WL 2357414, at *5 (S.D.N.Y. June 20, 2012)
- In re Google Digital Advertising Antitrust Litigation, 2025 WL 2733347, at *4 (S.D.N.Y. Sept. 25, 2025)

INSTRUCTIONS FOR AN AI ASSISTANT

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