

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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 NINGBO RELYNDA IMPORT & EXPORT, :
 CO., LTD, :
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 Plaintiff, :
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 - against - :
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 LYNN BRANDS LLC, SHAWN WANG, and :
 CATHY WANG, :
 :
 Defendants. :
 :
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20-CV-7987 (VSB)

ORDER

VERNON S. BRODERICK, United States District Judge:

On September 25, 2020, Plaintiff Ningbo Relynda Import & Export Company, Limited commenced this action by filing a Complaint against Lynn Brands LLC, Shawn Wang, and Cathy Wang (collectively, “Defendants”). (Doc. 1). On December 4, 2020, Defendants filed a partial motion to dismiss, (Doc. 9), and an accompanying memorandum of law, (Doc. 11). On December 7, 2020, Plaintiff, with leave of the Court, filed an Amended Complaint. (Doc. 13 (“Amended Complaint” or “Am. Compl.”).) On January 15, 2021, Defendants filed a motion to dismiss the Amended Complaint, (Doc. 17), and an accompanying memorandum of law, (Doc. 17-1), asserting that Plaintiff’s third cause of action fails to state a claim under Rule 12(b)(6) of the Federal Rules of Civil Procedure. The Court now sua sponte DISMISSES the Amended Complaint for lack of subject-matter jurisdiction without prejudice and with leave to replead.

Plaintiff’s Amended Complaint predicates federal jurisdiction on the basis of diversity of citizenship. (Am. Compl. ¶ 6.) Lynn Brands, however, is a limited liability company. (*Id.* ¶ 3.) Although the Amended Complaint identifies Lynn Brands’s principal place of business, it does not plead the citizenship of each of the LLC’s constituent members. (*Id.*) The Amended

Complaint therefore ignores that, for diversity purposes, an LLC is a citizen of every state of which its members are citizens. *See Handelsman v. Bedford Vill. Assocs. Ltd. P'ship*, 213 F.3d 48, 51–52 (2d Cir. 2000); *Dumann Realty, LLC v. Faust*, No. 09-CV-7651, 2013 WL 30672, at *2 (S.D.N.Y. Jan. 3, 2013) (recognizing that an LLC “is completely diverse from opposing parties only if *all* of the members of the LLC are citizens of different states than *all* opposing parties”). Accordingly, on its face, the Amended Complaint fails to properly plead the existence of diversity jurisdiction. When a complaint fails to plead subject-matter jurisdiction, courts are obligated to dismiss it sua sponte. *See Fed. R. Civ. P. 12(h)(3)* (“If the court determines at any time that it lacks subject-matter jurisdiction, the court must dismiss the action.”); *see, e.g., Bodhi Bldg. v. Elmsford Chicken, LLC*, No. 21-CV-919, 2021 WL 466009, at *3 (S.D.N.Y. Feb. 9, 2021) (dismissing action for failure to allege citizenship of each member of limited liability company); *Laufer Wind Grp. LLC v. DMT Holdings LLC*, No. 10-CV-8716, 2010 WL 5174953 (S.D.N.Y. Dec. 20, 2010) (same).


Accordingly, Plaintiff’s Amended Complaint is DISMISSED without prejudice and with leave to replead. Defendants’ partial motion to dismiss is DENIED as moot.

Plaintiff has thirty days to file a Second Amended Complaint that properly asserts subject-matter jurisdiction. If Plaintiff fails to file a Second Amended Complaint by August 26, 2024, the Clerk of Court is directed to terminate this action.

The Clerk of Court is respectfully directed to terminate the motion pending at Doc. 17.

SO ORDERED.

Dated: July 26, 2024
New York, New York


Vernon S. Broderick
United States District Judge