Home Is Where You're Incorporated: The US Supreme Court Limits Forum Shopping

Government

CHEAT SHEET

- ***The way it was.*** Prior to recent rulings, lawsuits against corporations could be brought anywhere the corporation conducted business. As such, the common practice was to choose jurisdictions that were friendly to the plaintiff.
- ***The way it is.*** Since the decisions, lawsuits will be heard either where the company is headquartered or incorporated, with few exceptions.
- ***The hard decisions.*** Businesses will have to decide whether to change where they are incorporated, headquartered, or both. This decision should consider the quality of the legal system and any applicable procedural rules of the new jurisdiction.
- ***Multinational operations.*** Multinational organizations that are incorporated and headquartered in another nation will not be subject to general personal jurisdiction in the United States.

Recent US Supreme Court cases have made a critical question even more important: Where should your company incorporate? For some businesses, especially ones with simpler needs, it makes perfect sense to simply incorporate your business under the laws of the jurisdiction where your headquarters are located. Other businesses may want to incorporate in a different state, or even a different country, to take advantage of that jurisdiction's corporate laws.

Thanks to a series of recent decisions by the US Supreme Court, where your business is located — and especially where it is headquartered and incorporated — plays an increasingly important role in another important strategic consideration: where your business can be sued.

While the state of incorporation has always been a forum to which plaintiffs could direct litigation no matter the nature of the claim, plaintiffs' lawyers have long taken advantage of decisional law that permitted lawsuits against foreign corporations just about anywhere the corporation did business. As a result, the norm was to bring these lawsuits in plaintiff-friendly forums, on grounds of the plaintiffs' choosing. But now, the corporation's "home"— meaning, either its headquarters or place of incorporation — is one of the few places courts will have general authority to hear claims of all kinds against a corporation.

> **Changing where you are located, whether that means changing where you place your headquarters or under what jurisdiction's laws you incorporate, may provide an opportunity to limit your company's exposure, disrupt efforts to marshal class-action plaintiffs within single actions, and funnel litigation toward your home turf.**

Courts in states where the corporation is neither headquartered nor incorporated may still have authority to hear claims arising from the company's specific operations in that state. But that is as far as the court's jurisdiction over foreign corporations will reach.

As a result of these Supreme Court decisions limiting jurisdiction over foreign corporations, we have

already seen a shift in where claims against corporate defendants are being brought. Claims that used to be brought in plaintiff-friendly litigation hotspots are more and more commonly being brought in states where businesses commonly incorporate — states like Delaware, where private civil actions have almost doubled and personal injury cases have almost quadrupled in the years following these decisions. All signs point toward this trend continuing and increasing.

This seismic shift changes the calculus. Corporate counsel need to assess where it makes sense to be headquartered and incorporated, with the new understanding that this decision will impact where and what kinds of claims can be brought against your company. Changing where you are located, whether that means changing where you place your headquarters or under what jurisdiction's laws you incorporate, may provide an opportunity to limit your company's exposure, disrupt efforts to marshal class-action plaintiffs within single actions, and funnel litigation toward your home turf.

An overview of personal jurisdiction

Personal jurisdiction, as you may remember from civil procedure class in law school, is the court's ability to exercise power over a specific defendant. This power over specific defendants comes in two varieties. First, courts may assert general jurisdiction, enabling them to hear any and all claims against a given defendant. Second, they may assert a more limited, claim-based specific jurisdiction. Unlike general jurisdiction, which allows courts to hear claims of any kind against a defendant, specific jurisdiction allows them to hear claims only if the activities giving rise to those claims have a sufficient connection to the state where the court is located (for example, where claims arose from an accident that occurred in the state).

The basic question when it comes to personal jurisdiction is whether it would be fair to require a defendant to defend itself against claims brought in that location. In the past, courts considering that fairness question defined jurisdictional requirements very broadly. This enabled forum-shopping plaintiffs to bring claims of all kinds practically anywhere they wished, even if those claims were against foreign corporations headquartered or incorporated outside of the forum where they brought the claims and where the forum had little, if anything, to do with the claims being brought.

In the famous 1945 case *International Shoe v. State of Wash., Office of Unemployment Comp. & Placement,* for example, the Supreme Court instructed that the defendant need only have "certain minimum contacts" with the forum state, so long as those contacts were "continuous and systematic." Under these parameters, the Court concluded "that it is 'reasonable' to subject [a foreign entity] to suit in a state where it is *doing business*."

With encouragement from the plaintiffs' bar, courts took this liberal "doing business" standard and began finding that corporations with a substantial business presence nationwide had "continuous and systematic" contacts practically everywhere. In one case, for example, a New York court determined it could exercise general jurisdiction over a Kuwaiti bank because simply "maintaining an administrative office and paying employees to perform necessary functions is enough to confer general personal jurisdiction," as these contacts showed the bank "was 'doing business' in New York." This broad conception of personal jurisdiction only got worse during the information age, where even having a website could mean a company was "doing business" in a location and was thus subject to general jurisdiction anywhere that had an internet connection.

Under these broad conceptions of general jurisdiction, and where it would be fair to require a defendant to defend itself, corporations could anticipate being brought into court for all kinds of cases effectively anywhere they conducted business. Unsurprisingly, savvy plaintiffs often leveraged these

liberties to their benefit, driving litigation toward plaintiff-friendly litigation hotspots where they hoped to secure a strategic advantage.

Daimler and BNSF Railway Co.: Limiting the scope of general personal jurisdiction

Within the past five years, however, the Supreme Court has pushed the pendulum in a new direction. As a result, the ability of courts to exercise general jurisdiction over foreign businesses incorporated and headquartered in locations out of their state has considerably narrowed.

First, in its 2014 *Daimler AG v. Bauman decision,* the Supreme Court rejected a California state court's assertion of general jurisdiction over claims against a non-California corporate defendant. Though the defendant had engaged "in a substantial, continuous, and systematic course of business" in California, the Supreme Court clarified that such activities could not justify bringing "causes of action arising from dealings entirely distinct from those activities." General, all-purpose jurisdiction over a corporate defendant, the Court instructed, was appropriate only in a forum where the corporation "is fairly regarded as at home" — meaning, the Court clarified, the corporation's "place of incorporation and principal place of business." Thus, the corporation could not be "subject to suit there on claims by foreign plaintiffs having nothing to do with anything that occurred or had its principal impact in California."

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The Court reinforced this limit in 2017 in BNSF Railway Company v. Tyrrell, where it rejected a Montana court's assertion of general jurisdiction over claims against a railway company that was not incorporated in Montana and did not maintain its principal place of business there. The railway company had an extensive presence in Montana, including more than 2,000 miles of railroad track and more than 2,000 employees. But these extensive contacts "d[id] not suffice to permit the assertion of general jurisdiction over claims ... that are unrelated to any activity occurring in Montana"; rather, the company could be subject only to *specific* personal jurisdiction "on claims related to the business it does in Montana."

Where should you incorporate?

THERE ARE BENEFITS AND DRAWBACKS TO INCORPORATING IN ANY GIVEN STATE, WHICH COUNSEL SHOULD CONSIDER AS PART OF THE PROCESS OF DECIDING WHERE ITS BUSINESS SHOULD BE LOCATED.

- **Delaware**
    - Established corporate law and court system
    - Enhanced privacy rights
    - Advantageous tax code
    - Most beneficial for larger corporations with many shareholders
- **Nevada**
    - No state income or corporate taxes

    - No requirement to list owner names to incorporate
    - Heightened asset protection
    - Relatively high annual filing fee (US$325)
- **Wyoming**
    - No state income or corporate taxes
    - Tax exemptions to businesses purchasing raw materials for production
    - US citizenship not required to form corporation
    - Fewer benefits for businesses that operate out of the state
- **South Dakota**
    - No state income or corporate taxes
    - Strong asset protection for owners
    - Low filing burdens
    - Fewer benefits for businesses that operate out of the state

In addition to the “paradigm” forums where a business is headquartered or incorporated, the Court also acknowledged the possibility of an “exceptional case” where a corporate defendant’s operations in another forum “may be so substantial and of such a nature as to render the corporation at home in that State.” But as Justice Sonia Sotomayor acknowledged in her dissent, this exception is a narrow one, and notably, the Court in BNSF did not even bother remanding to allow the lower court to consider whether it applied, “send[ing] a signal to the lower courts that the exceptional-circumstances inquiry is all form, no substance.”

Thus, following *Daimler and BNSF,* the only forums where a court may exercise *general* jurisdiction over a corporate defendant are its “home” forums, which consist almost exclusively of its state of incorporation and its principal place of business.

***Bristol-Myers Squibb Company*: Limiting the scope of specific jurisdiction**

In addition to limiting courts’ ability to exercise general jurisdiction over foreign corporations (that is, a corporation located in either a “sister state or foreign country”), the Supreme Court has also reinforced the limited scope of specific jurisdiction, ensuring that it would apply only to claims arising from a foreign corporation’s specific activities within that jurisdiction — no matter how extensive its otherwise unrelated operations are in that state.

One month after handing down BNSF, the Supreme Court decided *Bristol-Myers Squibb Company v. Superior Court of California, San Francisco County.* In this case, a group of hundreds of plaintiffs from California and 33 other states filed claims in a California state court, alleging harm rising from a prescription drug manufactured by the defendant. The defendant had extensive ties with the forum state, including research and laboratory facilities and 160 employees, but was incorporated in and maintained its principal place of business in another state.

Acknowledging the Supreme Court’s decision in *Daimler,* the California Supreme Court conceded that California courts lacked general jurisdiction over claims against the corporate defendant.

Yet it found that the defendant’s “extensive contacts with California” permitted the exercise of

specific jurisdiction over the claims of all the plaintiffs, including the non-California residents, “based on a less direct connection between [the defendant’s] forum activities and plaintiffs’ claims than might otherwise be required.” In other words, even though the non-California residents’ claims did not arise from contacts with California, the state court thought a strong showing as to the defendant’s contacts with the forum excused a weaker showing as to the state’s connection to the claims.

But, the Supreme Court rejected this “sliding scale” approach. “In order for a court to exercise specific jurisdiction over a claim,” the Court noted, “there must be an ‘affiliation between the forum and the underlying controversy, principally, [a]n activity or an occurrence that takes place in the forum State.’” “When there is no such connection, specific jurisdiction is lacking regardless of the extent of a defendant’s unconnected activities in the State.” Only the California residents could bring their claims in California, as their claims arose from the defendant’s activities in that state. Non-California plaintiffs, by contrast, had to bring their claims elsewhere — either New York, where the defendant had its principal place of business; Delaware, where it was incorporated; or other places with specific jurisdiction, where conduct in those states gave rise to the specific claims.

How do you change your corporation’s state of incorporation?

Say you have decided to change your company’s state of incorporation. How exactly do you go about doing that?

Corporate laws vary state-to-state, and it is important to consider closely the specific requirements of the applicable states of incorporation, both old and new. Broadly speaking, though, these are the most common ways to “move” your corporation to another state, each with certain benefits and drawbacks you should consider:

- **YOU CAN REGISTER AS A FOREIGN CORPORATION DOING BUSINESS IN THE NEW STATE**, while continuing to exist as a corporation in the old state. This process is the simplest in many ways, though it may mean the company must now pay fees/taxes and obtained registered agents in both states. It is unlikely, moreover, that this process will place your corporation “at home” in the new state for purposes of determining which state may assert general personal jurisdiction over your company. It is also worth noting that this does not impact the corporation’s status as a corporation in the state where the company was initially incorporated.
- **YOU CAN “DOMESTICATE” YOUR CORPORATION,** filing forms with the new state to change the company’s state of incorporation. Not all states allow domestication, however, while some may allow domestication only from other states that also allow domestication, so it may not be an option for your company.
- **YOU CAN DISSOLVE THE CORPORATION IN THE ORIGINAL STATE AND FORM A NEW CORPORATION IN A DIFFERENT STATE.** This will require your company to go through a number of formal dissolution steps that will depend on the specific rules of the original state, and your company may be required to pay dissolution fees and settle any outstanding tax obligations (or contractual liabilities) in the original state. Further, there may be additional tax implications for the corporation’s shareholders upon liquidation. But this process may allow a “clean break” from the old state and place the new corporation “at home” in the new state, outside of the reach of the old state’s general personal jurisdiction and subject only to its specific jurisdiction.
- **YOU CAN REORGANIZE**, forming a corporation in the new state and merging the existing corporation into the surviving entity. This can be an especially attractive option if your

corporation has significant assets. Your corporation may even be able to keep its EIN.

As noted, this analysis is state-specific and can have significant legal and tax impacts on the company and its shareholders. Before engaging in any material corporate change, to ensure that all issues are considered and addressed appropriately, we recommend consulting a licensed attorney who can help you navigate these various options and craft a strategy that is right for you and your business.

The implications of this decision are significant, especially in the context of class action litigation. Instead of marshaling diverse plaintiffs together in a single consolidated action in a state of their choosing, plaintiffs' counsel must either subdivide their claims into separate lawsuits in separate states, or bring them in the defendant's home forum. And there are implications on the other side of the "v." as well. Not only will counsel be unable to consolidate their plaintiffs, but they will also be unable to consolidate the defendants if the defendants are based in different jurisdictions. This may require plaintiffs' counsel to bring multiple claims in multiple forums to seek recovery from diverse defendants. As Justice Sotomayor recognized in her dissent, the decision "hands one more tool to corporate defendants determined to prevent the aggregation of individual claims, and forces injured plaintiffs to bear the burden of bringing suit in what will often be far flung jurisdictions."

Immediate implications of the Court's decisions

The aforementioned decisions are clear victories for corporate defendants. In their wake, plaintiffs arguing that a corporate defendant has substantial business presence nationwide and could therefore face claims of all kinds in any state in which it operates will discover this argument bears little fruit.

Relying on the Court's reasoning in *Daimler, BNSF, and Bristol-Myers,* corporate defendants have already had success moving to dismiss claims brought by nonresident plaintiffs in venues other than the home states of those defendants. As just one example, in 2018, Johnson & Johnson and a subsidiary convinced the Missouri Court of Appeals to reverse two adverse judgments, totaling over US$125 million, on the ground that the court lacked personal jurisdiction.

Even if a corporation cannot convince a court to dismiss claims against it for lack of personal jurisdiction, the Supreme Court's skepticism on the scope of personal jurisdiction may still prove useful. A number of fringe questions remain unaddressed following the Court's decisions, such as whether the cases' holdings apply equally to state and federal courts. Some commentators have also questioned whether the cases apply equally to claims based on federal causes of action as to state law claims, or how they might apply to class actions. If these questions are resolved in favor of corporate defendants, they will reinforce the defendants' ability to resist claims brought in unfriendly forums. But even before these questions are definitively settled, they may provide leverage for a favorable settlement from plaintiffs hoping to avoid the risk of reversal on appeal. Corporate counsel should therefore raise and preserve these jurisdictional arguments while these and other issues are being sorted out.

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Directing litigation toward corporate defendants' home states

One might also expect that, in the wake of the Supreme Court's decisions, mass and class actions will migrate away from plaintiff-friendly litigation hotspots to the home-state jurisdictions of corporate defendants, curtailing forum shopping and directing claims against corporate defendants to forums of their choosing.

The early evidence indicates that this is already happening. For example, Delaware, a particularly common place of incorporation, appears to be experiencing a surge in litigation since the Court's decisions in 2014 and 2017. According to the Caseload Statistic Data Tables available from the US Courts' website, 1,178 private civil actions were commenced in the US District Court for the District of Delaware in the year ending March 31, 2016. The following year, this number increased by over 25 percent to 1,481, and in the year after that, 2,044 new private civil cases were commenced in that district. Mass tort litigation appears to be a major driver of this increase. In the year ending March 31, 2016, 69 personal injury cases were commenced in the district of Delaware. The next year, this number climbed by almost 70 percent to 117; the year after that, it soared to 291, over four times the number of cases that had commenced in the year ending March 2016.

The prediction of courts and commentators thus seems to be bearing out: by restricting the scope of personal jurisdiction, the Supreme Court's decisions are funneling litigation toward corporate defendants' home states.

Corporate location as a litigation risk strategy

This trend of funneling demonstrates the increasing importance of where businesses incorporate in mitigating litigation risks. It made little sense under the old regime to think about common, day-to-day lawsuits when considering where to incorporate. Under the relatively loose personal jurisdiction standards that existed prior to 2014, companies could find themselves being sued just about anywhere no matter where they were incorporated; better, one might have thought, to focus on factors that truly did impact the business, like tax rates or where uncommon claims like strike suits and shareholder actions could be brought. Now, with the Supreme Court reinforcing restrictions on personal jurisdiction, where you locate your headquarters and under what jurisdiction's laws you are incorporated may dictate where myriad other claims against your company are brought. This could very well change the calculus.

Some businesses considering this question may prefer to eliminate the possibility of being subject to general personal jurisdiction in the United States altogether. A multinational company that is incorporated under the laws of another nation and with its principal headquarters beyond US borders will be "at home" nowhere in the United States. Claims against such a company could therefore be brought only pursuant to a court's specific jurisdiction, and must be based on activity occurring within that state.

If you do incorporate in a jurisdiction other than where your headquarters are located, in considering corporate location as a litigation mitigation factor, one thing to consider is the quality of the state's legal system and its ability to handle litigation of the type your business is likely to face. Delaware, with its Chancery Court — looked to as an authority on business law nationwide — has earned a reputation as a corporate-friendly forum. In addition, its cases are heard by judges rather than juries, expediting the litigation process and adding a level of predictability to its outcomes. But these

advantages come at a price — unlike other common states of incorporation, Delaware imposes a state corporate and personal income tax (though the corporate tax applies only to companies that transact business there).

You might also wish to consider the procedural rules, such as statutes of limitations, a state may apply to claims against corporate defendants — especially the kinds of claims your business is likely to face. In Delaware, for example, claims for a breach of contract must be brought within three years of the breach. The limitations period for a breach of contract action in Nevada, by contrast, is four years for a non-written contract, and up to six years for a written contract. In Wyoming, another business-friendly forum, the limitations period is even longer: up to eight years for a non-written contract, and up to 10 years for a written contract.

On the other hand, claims for libel or slander may be brought in Delaware and Nevada within two years of their accrual, while the limitations period for libel or slander claims in Wyoming is only one year. Often if a lawsuit is brought in a state, its statutes of limitation will be applied irrespective of the substantive law. Thus, focusing on statutes of limitation may, in and of itself, be an important factor to consider.

As these examples show, there is no one clear answer as to which jurisdiction's procedural rules will be most beneficial to your corporation; this will depend on any number of fact-specific circumstances you should carefully consider as you evaluate how incorporating in a given forum may impact litigation risks and other strategic factors. Of course, this is just one factor among many in deciding where to locate your business. Questions such as whether and at what rates the state imposes a corporate or personal income tax, or how burdensome the state's reporting requirements are, remain important points to consider.

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Where do we go from here?

The Supreme Court's decisions reinvigorating jurisdictional defenses for corporate defendants hand corporations an important tool for resisting litigation brought against them in unfavorable locations, as well as for mitigating litigation risks before cases are ever filed.

Once an action against your corporation has been filed, review the claims closely to see whether the plaintiffs have complied with the personal jurisdiction requirements the Supreme Court recently set out. Remember, personal jurisdiction defenses can be waived; if they are not pleaded and asserted at the outset of the litigation, they may be unavailable down the road. The steps you must take to raise and preserve personal jurisdiction defenses may vary between forums, so it is crucial that you closely review local rules and precedent to ensure a viable defense is not inadvertently waived.

Even before claims are filed against a corporation, you should consider how the Supreme Court's decisions on personal jurisdiction affect corporate strategy. As a result of the Court's decisions, many of the cases brought in plaintiff-friendly litigation hotspots will be funneled to other forums, including your corporation's home state in particular. Where you incorporate will have a lot to do with where these claims are brought.

By becoming familiar with the tools the Supreme Court has handed corporate defendants, you can better understand how they might be used to your corporation's advantage.

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Id. (Sotomayor, J., dissenting).

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ACC EXTRAS ON… Selecting a jurisdiction

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