The Code defines seller as “a person who sells or contracts to sell goods.” ¹⁶³ An entity that contracts to sell goods meets this definition even if it never has title or possession of the goods it is selling, but arranges for another company to deliver them to the buyer.¹⁶⁴ This term may not include the seller’s individual sales representatives.¹⁶⁵ Nor does it include individual corporate officers unless the corporate veil can be pierced.¹⁶⁶ Whether an indirect seller such as a manufacturer meets this definition is discussed in § 8.3.8[1], infra.

Footnotes

¹⁶³ {151} U.C.C. § 2-103(1)(d). See also § 4.3.2.2 [2], infra (definition of seller in context of implied warranty of fitness for particular purpose).

¹⁶⁴ Masforce Europe, BVBA v. Mastry Marine & Indus. Design, Inc., 2013 WL 12156533 (M.D. Fla. Oct. 24, 2013) (company that contracted to sell a boat is seller even though it arranged for another company to build and convey the boat to the buyer).
