

**GREGORY KLASS**  
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Washington, DC 20001  
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<http://ssrn.com/author=363445>

## **PROFESSIONAL**

Georgetown University Law Center 2005-present  
Frederick J. Haas Chair in Law and Philosophy  
Associate Dean for External Programs

### **Past positions:**

Associate Dean of Research & Academic Programs,  
2020-2021 & 2012-2015  
Agnes N. Williams Research Professor, 2017-2022  
John Carroll Research Professor, 2011-2012  
Professor of Law, 2010-2022  
Associate Professor of Law, 2005-2010

Office of the New York State Attorney General 2003-2005  
Assistant Solicitor General

Hon. Guido Calabresi, U.S. Court of Appeals for the Second Circuit 2002-2003  
Law Clerk

Institut für Philosophie, Technische Universität Dresden 1996-1998  
Assistant Professor

### **Visiting Positions:**

University of Milan, Faculty of Law  
Faculty of Law, University of Freiburg  
Buchmann Faculty of Law, Tel Aviv University

## **DEGREES**

J.D. Yale Law School, 2002  
Ph.D. Dept. Philosophy, Graduate Faculty, New School for Social Research, 1999  
B.A. (Philosophy) Carleton College, 1990

## **LAW COURSES**

Contracts; Torts; Law of Deception; Fellows Seminar & Workshop; Advertising Law;  
Bargain, Exchange & Liability; Advanced Contracts; Law & Philosophy Workshop;  
Contemporary Legal Scholarship; Legal Justice; Contract Theory; Philosophy of Law

## PUBLICATIONS

### Books and Monographs

STUDIES IN CONTRACT LAW (Foundation Press)  
10TH EDITION (2023) (with Ian Ayres & Rebecca Stone)  
9TH EDITION (2017) (with Ian Ayres)  
8TH EDITION (2012) (with Ian Ayres)

PHILOSOPHICAL FOUNDATIONS OF CONTRACT LAW (Oxford University Press, 2014;  
paperback 2016) (editor with George Letsas and Prince Saprai)

INTERNATIONAL ENCYCLOPEDIA OF LAWS, CONTRACT LAW: USA (Wolters Kluwer 2009,  
updates through 2011)  
*Reprinted as* CONTRACT LAW IN THE UNITED STATES, 2D ED. (Wolters Kluwer 2011)  
CONTRACT LAW IN THE UNITED STATES (Wolters Kluwer 2009)

INSINCERE PROMISES: THE LAW OF MISREPRESENTED INTENT (Yale University Press  
2005) (with Ian Ayres) (winner 2006 Scribes Book Award)

### Articles, Essays and Book Chapters

*What Might Contract Theory Be?*, in UNDERSTANDING PRIVATE LAW: ESSAYS IN HONOUR  
OF STEPHEN A. SMITH (E. Fox-Decent, J. Goldberg & L. Smith eds, Hart forthcoming  
2024)

*Misrepresentation*, in RESEARCH HANDBOOK ON THE PHILOSOPHY OF CONTRACT LAW (P.  
Saprai & M. Chen-Wishart eds., Elgar forthcoming 2024)

*Gender and Deception: Moral Perceptions and Legal Responses*, 118 NW. U.L. REV. 193  
(2023) (with Tess Wilkinson-Ryan)

*How to Interpret a Vending Machine: Smart Contracts and Legal Contracts*, 7 GEO. L. &  
TECH. REV. 69 (2023)

*Arthur Linton Corbin (1874–1967)*, in SCHOLARS OF CONTRACT LAW 201 (J. Goudkamp  
& D. Nolan eds., Hart 2022)

*Tailoring ex Machina: Perspectives on Personalized Law*, in U. OF CHI. L. REV. ONLINE  
\*1 (March 9, 2022), <https://lawreviewblog.uchicago.edu/2022/03/09/bp-klass/>

*False Advertising Law*, in THE OXFORD HANDBOOK OF THE NEW PRIVATE LAW 391 (A.  
Gold *et al.* eds., Oxford Univ. Pr. 2020)

## **PUBLICATIONS (cont.)**

*Promise, Agreement, Contract*, in RESEARCH HANDBOOK ON PRIVATE LAW THEORIES 39 (H. Dagan & B. Zipursky eds., Elgar 2020)

*Contracts, Constitutions, and Getting the Interpretation-Construction Distinction Right*, 18 GEO. J. L. & PUB. POL'Y 13 (2020)

*Boilerplate and Party Intent*, 82 LAW & CONTEMP. PROBS. 105 (2019)

*One-Legged Contracting*, 132 HARV. L. REV. F. 1 (2019) (with Ian Ayres)

*Parol Evidence Rules and the Mechanics of Choice*, 20 THEO. INQ. L. 457 (2019)

*Empiricism and Privacy Policies in the Restatement of Consumer Contract Law*, 36 YALE J. ON REG. 45 (2019)

Symposium on the JReg Notice & Comment blog:

<https://www.yalejreg.com/topic/symposium-on-the-draft-restatement-of-the-law-of-consumer-contracts/>

*The Law of Deception: A Research Agenda*, 89 COLORADO L. REV. 707 (2018)

*The Rules of the Game and the Morality of Efficient Breach*, 29 YALE J. L. & HUM. 71 (2017)

*What If Fiduciary Obligations Are Like Contractual Ones?*, in CONTRACT, STATUS, AND FIDUCIARY LAW 93 (Paul B. Miller & Andrew S. Gold eds., Oxford Univ. Pr. 2017)

*Introduction*, in PHILOSOPHICAL FOUNDATIONS OF CONTRACT LAW 1 (G. Klass, G. Letsas & P. Saprai eds., Oxford Univ. Pr. 2014)

*Efficient Breach*, in PHILOSOPHICAL FOUNDATIONS OF CONTRACT LAW 362 (G. Klass, G. Letsas & P. Saprai, eds., Oxford Univ. Pr. 2014)

*Against Endowment Theory: Experimental Economics and Legal Scholarship*, 61 UCLA L. REV. 2 (2013) (with Kathryn Zeiler)

*Promise Etc.*, 45 SUFFOLK U. L. REV. 695 (2012)

*To Perform or Pay Damages*, 98 VA. L. REV. 143 (2012) (comment on Markovits & Schwartz, *The Myth of Efficient Breach*, 97 VA. L. REV. 1939 (2011))

*Meaning, Purpose and Cause in the Law of Deception*, 100 GEO. L.J. 449 (2012)

*Implied Certification under the False Claims Act*, 41 PUB. CONT. L.J. 1 (2011) (with Michael Holt)

## **PUBLICATIONS (cont.)**

*Intent to Contract*, 95 VA. L. REV. 1437 (2009)

*Reprinted in part in* PERSPECTIVES ON CONTRACT LAW, 4TH ED. 317 (R. Barnett ed. 2009)

*A Conditional Intent to Perform*, 15 LEGAL THEORY 107 (2009)

*Three Pictures of Contract: Duty, Power and Compound Rule*, 83 N.Y.U. L. REV. 1726 (2008)

*Contracting for Cooperation in Recovery*, 117 YALE L.J. 2 (2007)

*New Rules for Promissory Fraud*, 48 ARIZ. L. REV. 957 (2006) (with Ian Ayres)

*The Very Idea of a First Amendment Right against Compelled Subsidization*, 38 U.C. DAVIS L. REV. 1087 (2005)

*Reprinted in* FIRST AMENDMENT LAW HANDBOOK: 2005-2006 EDITION 726 (Rodney A. Smolla ed., 2005)

*Promissory Fraud without Breach*, 2004 WIS. L. REV. 507 (with Ian Ayres)

*A Framework for Reading Kant on Apperception: Seven Interpretive Questions*, 94 KANT-STUDIEN 80 (2003)

### Other Writings

Amicus Curiae Brief to the Colorado Court of Appeals regarding Antero Treatment LLC v. Veolia Water Technologies, Inc., No. 2023CA000897 (March 5, 2024) (on Colorado's economic loss rule and promissory fraud)

Amicus Curiae Brief to the United States Court of Appeals for the Fifth Circuit regarding BMC Software, Inc. v. International Business Machines Corporation, No. 22-20463 (April 17, 2023) (on the role of fraud liability between contracting parties)

Contributor to New Private Law blog, *available at*: <http://blogs.law.harvard.edu/nplblog/>

*Empiricism and Privacy Policies in the Restatement of Consumer Contracts*, 36 YALE J. ON REG.: NOTICE & COMMENT (Feb. 28, 2019)

*S2ERC Project: Vendor Truth Serum* (Sept. 22, 2016) (with Eric Burger) (white paper analyzing DeWitt clauses in software contracts, NSF Grant No. 1362046), *available at*: [http://s2erc.georgetown.edu/sites/s2erc/files/documents/vts\\_technical\\_report.pdf](http://s2erc.georgetown.edu/sites/s2erc/files/documents/vts_technical_report.pdf)

## **PUBLICATIONS (cont.)**

*Three Pictures of Contract: Duty, Power and Compound Rule*, THE LEGAL WORKSHOP, April 27, 2008

*Writing on Insincere Promises*, THE SCRIVNER (Fall 2006)

*Promissory Fraud*, 78 N.Y. ST. B.J. 26 (May 2006) (with Ian Ayres)

INTERPRETATION, APPERCEPTION AND JUDGMENT: AN INQUIRY INTO KANT AND CONTEMPORARY PHILOSOPHY OF MIND (1999) (unpublished Ph.D. dissertation, Graduate Faculty of Political and Social Science of the New School for Social Research (New York))

GEIST UND WELT (1998) (translation of JOHN McDOWELL, MIND AND WORLD (1994), with Holm Bräuer and Thomas Blume)

### Works in Progress

*Convergence by Design: Who Contracts and the Plural Purposes of Contract Law*

*Two Forms of Formalism in Contract*

*Duties of Candor in Contract Law*

*Apt and Certain Words (book)*

## **PRESENTATIONS AND CONFERENCES**

*Who Contracts and the Plural Functions of Contract Law, or Convergence by Design*

Contract Theory Works in Progress Workshop, Berkeley Law, February 3, 2023

Harvard Private Law Colloquium, February 4, 2014

Georgetown Law Faculty Workshop, January 29, 2013

Georgetown Law Summer Workshop, May 31, 2011

*Gender and Deception: Moral Perceptions and Legal Responses*

Georgetown Law Faculty Workshop, January 23, 2023

Northwestern University Law Review 2022 Symposium: Fraud and the Erosion of Trust, October 28, 2022

*How to Interpret a Vending Machine: Smart Contracts and Legal Contracts*

Hebrew University Private and Commercial Law Workshop, March 21, 2022

Florida State University College of Law Faculty Workshop, October 7, 2021

Georgetown Law Summer Workshop, June 4, 2020

*Tailoring ex Machina*

Symposium on *Personalized Law: Different Rules for Different People*, University of Chicago Law School, November 12-13, 2021

## **PRESENTATIONS AND CONFERENCES (cont.)**

*Arthur Linton Corbin (1874–1967)*

Scholars of Contract Law Workshop, April 30, 2021

Georgetown Law Faculty Workshop, September 8, 2022

Organizer, Summer 2020 Online Contracts Reading Group (approximately 70 participants from all over the world)

*False Advertising Law and Private Law Values*

Oxford Handbook on Private Law Conference, Harvard University, Harvard University, March 15-16, 2019

*Contracts, Constitutions, and Getting the Interpretation-Construction Distinction Right*

2018 Salmon P. Chase Faculty Colloquium & Lecture, Center for the Constitution, Georgetown University Law Center, December 1, 2018

*Empiricism and Privacy Policies in the Restatement of Consumer Contract Law*

Haifa Law School Faculty Workshop, March 7, 2018

Hebrew University Private Law Workshop, March 26, 2018

Georgetown Law Faculty Workshop, August 29, 2017

*The Law of Deception: A Research Agenda*

Private Law Theory Workshop, Faculty of Law, Tel Aviv University, March 7, 2018

2017 Rothgerber Constitutional Law Conference, University of Colorado School of Law, April 14, 2017

*The Parol Evidence Rule and the Mechanics of Choice*

Freedom, Choice, and Contract, Columbia Law School, October 13-14, 2017

*The Rules of the Game and the Morality of Efficient Breach*

Workshop on Contract and Promise, Yale Law School, September 16, 2016

Georgetown Law Summer Workshop, June 2, 2016

*Apt and Certain Words: Contract Interpretation, Construction and Theory,*  
Chapters 2 & 3

Private Law Theory Workshop, Faculty of Law, Tel Aviv University, March 30, 2016

Legal Theory Workshop, Fordham Law School, February 3, 2016

North American Workshop on Private Law Theory, University of Toronto, October 23-24, 2015

*What If Fiduciary Obligations Are Like Contractual Ones?*

Contract, Status and Fiduciary Law, McGill University, November 6 & 7, 2015

Contract and Fiduciary Duty: Two Things or Just One?, University College London, July 9, 2015

## **PRESENTATIONS AND CONFERENCES (cont.)**

10<sup>th</sup> International Conference on Contracts, Boyd School of Law, UNLV,  
February 27 & 28, 2015

Panelist, Roundtable on Tentative Draft No.1, Restatement of Consumer Contracts  
Panelist, Roundtable on Robin Kar, *Contract as Empowerment*

*Apt and Certain Words: The Interpretation and Construction of Contracts*  
Georgetown Law Summer Workshop, June 4, 2013

Co-organizer (with Prince Saprai and George Letsas), Bentham House Annual  
Conference 2013: The Philosophical Foundations of Contract Law, at University College  
London, May 10-11, 2013

*Efficient Breach*  
The Philosophical Foundations of Contract Law, University College London,  
May 11, 2013

*Against Endowment Theory: Experimental Psychology and Legal Scholarship*  
University of North Carolina School of Law, October 4, 2012  
Georgetown Faculty Workshop, January 17, 2012

*The Rules of the Game: Punitive Damages in Efficient Contracts*  
Quinnipiac-Yale Dispute Resolution Workshop, April 13, 2012

Invited participant, ALI Law of Criminal Fraud Conference at Duke Law School,  
October 29, 2011

Organizer, Contract and Promise Workshop, at Georgetown University Law Center  
September 23-24, 2011; September 24-25, 2010; September 11-12, 2009; September  
19-20, 2008; September 14-15, 2007

*Promise Etc.*  
*Contract as Promise* at 30, Suffolk University Law School, March 24, 2011  
Georgetown Law & Philosophy Workshop, February 7, 2011

*Intent to Contract in Theory and Practice*  
AALS Contracts Section Annual Meeting, Navigating Lombard Street in a Fog:  
Seeking (or Ignoring) Landmarks of Intent and Context, January 6, 2011

*Implied Certification Under the False Claims Act*  
Georgetown Law Faculty Workshop, September 2010

*Meaning, Purpose and Cause in the Private Law of Information*  
University of Washington School of Law Faculty Colloquium, February 2010

## **PRESENTATIONS AND CONFERENCES (cont.)**

Co-Organizer, Endowment Effect Workshop, at Georgetown University Law Center, November 13, 2009

### *Regulating Information*

Contract Law: Interdisciplinary Perspectives, Hebrew University, June 2009  
Georgetown Law Summer Workshop, June 2008

### *Powers and Duties*

Oxford Jurisprudence Discussion Group, Oxford, April 2009

### *Intent to Contract*

Ayres Co-Author Conference, Yale Law School, February 2009  
University of Georgia School of Law Faculty Workshop, October 2008  
SMU Dedman School of Law Faculty Forum, October 2007  
Georgetown Law Faculty Retreat, February 2007

### *Three Pictures of Contract*

Contract Theory Seminar, William And Mary Law School, October 2008  
Georgetown Law and Philosophy Workshop, November 2007  
Georgetown Law Summer Workshop, May 2007

### *Contracting for Cooperation in Recovery*

Stanford-Yale Junior Faculty Forum, Stanford Law School, June 2007  
Georgetown Law Faculty Workshop, January 2007  
University of Virginia Law School Faculty Workshop, October 2006

### *New Rules for Promissory Fraud*

Dan Dobb's Economic Torts Conference, Arizona Law School, March 2006

### *Promissory Fraud without Breach*

Freedom from Contract Conference, Univ. Wisconsin Law School, February 2004

## **ACADEMIC SERVICE**

Peer Review: Oxford University Press; Cambridge University Press; Israel Science Foundation; Law & Social Inquiry; Erkenntnis; Oxford Journal of Legal Studies; Res Publica; American Journal of Comparative Law; Law and Philosophy; Legal Theory; Queens Law Journal; Journal of Law, Information & Science; Journal of Law, Medicine and Ethics

### Committees

Building Committee (chair), 2022-present  
University Mission Priority Examen Steering Committee, 2023



Committees (cont.)

Entry-Level Appointments, 2006-07, 2008-09, 2012-15, 2020-21  
Lateral Appointments, 2010-11, 2013-15, 2020-21  
University Committee on Rank and Tenure, 2018-20  
Library Director Search, 2019-20  
University Faculty Senate, 2018-20  
Fellows, 2008-11, 2011-15 (chair), 2015-16, 2018-19  
ABA Self-Study & Faculty Handbook (chair), 2016-18  
University Downtown Planning, 2016-18  
University Research Integrity, 2015-17  
University Research Integrity, 2013-15  
Campus Art, 2013-14 (chair)  
Institutes and Centers, 2012-13  
Legal Research and Writing, 2012-13  
Long-Range Planning, 2007-09, 2012-13  
Rank & Tenure, 2011-13  
Third-Year Curriculum, 2009-10  
Curriculum, 2007-08  
Journals, 2005-06

**OTHER**

Admitted: New York State, Fifth Circuit Court of Appeals  
German (fluent); Spanish (fair)