Karl M. Zielaznicki

Partner

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Karl helps a diverse range of clients — including the world's most recognized brands —develop, protect, and monetize their trademarks and other IP assets. His deep understanding of the business of IP helps clients effectively navigate market challenges, enhance brand value, and achieve sustainable growth.

OVERVIEW

Karl provides comprehensive trademark, copyright, and anti-counterfeiting services for clients ranging from multinational companies with household names to emerging growth ventures. He is a versatile counselor who works closely with clients no matter where they are in their business cycle — from managing an international portfolio to securing a startup's initial trademark. Karl's vast experience across every major sector includes work with luxury fashion brands, chart-topping artists, major league sports teams, pharmaceuticals, and a variety of B2C retail brands.

Karl is a go-to resource for all aspects of his clients' IP needs. In addition to U.S. and foreign trademark/domain name clearance, prosecution, and protection, he advises clients on complex transactions and licensing and helps resolve litigation and other disputes. He counsels clients on anti-counterfeiting initiatives and represents clients before U.S. and international customs agencies in connection with counterfeiting and grey market matters. Karl also assists clients with advertising review, the FDA approval of marks, and with other regulatory matters. He works regularly with a trusted network of foreign counsel for support in international markets.

On the transactional side, Karl is broadly experienced advising clients on the IP aspects of their key transactions, including mergers, acquisitions, and divestitures, and their IP agreements. He represents lenders, investors, and other stakeholders in connection with the securitization of IP in connection with term credit, revolving, and other facilities. Karl structures and negotiates the full range of complex IP agreements, including joint development and venture, licensing, settlement, information management, and co-branding agreements.

Karl is a prolific author, and his work has been featured in publications such as *Forbes, The Privacy Advisor, The Fashion Law,* and cited by the 118th Congress in their Bipartisan House Task Force Report on Artificial Intelligence in December 2024.

REPRESENTATIVE MATTERS

Representation of entities in M&A and asset/stock/joint venture transactions

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- Representation of a major pharmaceutical company in its acquisition of a privately held biotechnology company for $250 million in cash, $370 million in stock, plus up to $200 million in milestone payments.
- Representation of a specialty pharmaceutical company in its acquisition agreement involving an upfront payment of approximately $412 million for the rights to develop, manufacture, and commercialize a leading oncology asset.
- Representation of a global biotech company in connection with the (a) acquisition of a rare disease drug manufacturer; (b) $30 billion merger/acquisition of competitor creating the largest global biotech company focused on rare diseases; (c) sale of an oncology business to a French pharmaceutical company; and (d) divestiture sale of eye product.
- Representation of a leading provider of advanced network communications and technology solutions in connection with an acquisition of cloud-based unified communications solutions for small and medium-sized businesses.
- Representation of a well-known celebrity designer whose luxury clothing and accessories are distributed globally in connection with the acquisition of his brand by equity investors.
- Representation of a public entertainment company in connection with the $900 million acquisition of theaters, literary properties and music content, talent and management companies, and other commercial assets and related financing.
- Representation of a multifaceted entertainment production company in connection with a merger with a Canadian investor group.
- Representation of a *Fortune* 1000 provider of staffing services and telecommunications/information solutions in connection with a joint venture with a major telecommunications partner and related financing.
- Representation of a major computer and video game system accessories and peripherals company in connection with its acquisition of a leading provider of value-priced peripherals and accessories for computing, communication, and entertainment.
- Representation of a global food retailer in connection with its acquisition of southeastern food retailer chains.
- Representation of a public home consumer products company in connection with its acquisition of a competitor with significant operations in the U.S., Puerto Rico, and China.
- Representation of a public home consumer products company in connection with its acquisitions of a kitchen utensils and cookware manufacturer, a lighting and wiring specialty company, and a tabletop manufacturer/catalog company.
- Representation of a public home consumer products company in connection with its acquisition of assets of a kitchen and barware glassware specialty company after Chapter 7 liquidation filing.
- Representation of a newly formed entity in connection with the acquisition (roll-up) of multiple high quality contract manufacturers in the medical device industry and related financing.
- Representation of a contract medical device manufacturer in connection with its acquisition by a major competitor.
- Representation of a woman’s suit manufacturer in connection with its purchase of a designer label licensing entity.
- Representation of the owner of a AAA baseball team in connection with the sale of the team.
- Representation of a holding company in connection with its acquisition of the largest U.S. manufacturer of processed kosher food products.

Representation of lenders in connection with revolving and term credit facilities

- Representation of a UK lender in connection with the refinancing of the securitization of David Bowie music publishing and masters catalog rights (the “Bowie Bonds”).
- Representation of the lender as administrative agent in connection with a secured revolving credit and letter of credit facility to an NHL team.
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Representation of a lender in connection with a secured credit facility to the world's largest producer, importer, and distributor of wines and spirits bearing kosher certification.

Representation of entities in connection with revolving and term credit facilities

- Representation of a *Fortune* 1000 provider of staffing services and telecommunications/information solutions in connection with secured letter of credit facility.
- Representation of the largest U.S. independent animation distributor and marketing company in connection with secured credit facility.
- Representation of a national specialty retailer of kitchenware and related products in connection with a syndicated secured letter of credit facility.
- Representation of an investor group in connection with securitization of various country music publishing and masters catalogs and related secured credit facility.

Representation of entities and investors in venture capital transactions

- Representation of a venture capitalist in connection with its investment in a software development company.
- Representation of an application service provider in connection with a venture capital investment.

AWARDS

- *World Trademark Review*: WTR 1000 (2024-2026)

TOP AREAS OF FOCUS

- Health Care + Life Sciences
- Intellectual Property
- International
- Life Sciences Transactions
- Mergers + Acquisitions
- Trademark + Copyright

ALL AREAS OF FOCUS

- Health Care + Life Sciences
- Health Care + Life Sciences Intellectual Property
- Intellectual Property
- International
- Life Sciences Transactions
- Litigation + Trial
- Mergers + Acquisitions
- Trademark + Copyright

PROFESSIONAL/COMMUNITY INVOLVEMENT

- International Trademark Association

EDUCATION AND CERTIFICATIONS

EDUCATION

- New York Law School, J.D., 1987
- New York University, B.A., 1982

BAR ADMISSIONS

- New York
- New Jersey

COURT ADMISSIONS

- U.S. District Court, District of New Jersey
- U.S. District Court, Eastern District of New York
- U.S. District Court, Southern District of New York
- U.S. Court of Appeals, Federal Circuit

SPEAKING ENGAGEMENTS

- Speaker, "AI and IP Law: A Shifting Legal Landscape Amid Groundbreaking Technology Advancement," Troutman Pepper, March 26, 2024.
- Speaker, "Typefaces and Fonts – A Practical Guide for Avoiding Infringement," Nassau County Bar Association's Intellectual Property Committee Meeting, February 20, 2024.

PUBLICATIONS

- Co-author, "Godzilla X TTAB: When a Consent Agreement Isn't Enough for Trademark Registration," *Troutman Pepper Locke*, November 2, 2026.
- Co-author, "Potential Fourth Trial to Determine Punitive Damages in Trade Dress and Publicity Rights Infringement Case," *Troutman Pepper Locke*, October 22, 2025.
- Co-author, "3 Steps Brand Owners Should Take to Combat Counterfeiting After Suspension of the Duty-Free De Minimis Rule," *Troutman Pepper Locke*, September 18, 2025.
- Co-author, "California's Latest Dueling Rulings — Fair Use of Copyrighted Materials in AI Algorithms," *Troutman Pepper Locke*, July 23, 2025.
- Author, "Shoe Dupes Walk a Fine Line After Recent IP Infringement Case," Troutman Pepper Locke, April 9, 2025.
- Co-author, "Trade Dress Disputes Continue To Be a Bitter Pill in Pharma," *Troutman Pepper Locke*, April 8, 2025.
- Co-author, "Trademark Case Shows Infringement Is Often in the Eye of the Beholder — Federal Court Rules in Favor of Beauty Company's "Dupe" Mascara Product," *Thomas Reuters' The Licensing Journal*, February 1, 2025.
- Co-author, "How e.l.f. Beat a Trademark Lawsuit Over its Popular Mascara 'Dupe,'" *The Fashion Law*, January 24, 2025.
- Co-author, "Trademark Case Shows Infringement Is Often in the Eye of the Beholder — Federal Court Rules in Favor of Beauty Company's "Dupe" Mascara Product," *Troutman Pepper Locke*, January 7, 2025.
- Co-author, "Is the Third Time the Charm? Court Awards $71.4M in Contentious Trade Dress and Publicity

Rights Dispute," *Troutman Pepper*, October 1, 2024 and reposted in the November/December 2024 issues of the *IP Litigator* and *The Licensing Journal*.

- Co-author, "IP Protection for Featured Characters in Digital and Physical Media," *Troutman Pepper*, November 16, 2023.
- Co-author, "The Intersection of Generative AI and Copyright Law," *The Intellectual Property Strategist* and *Law.com*, August 2023.
- Co-author, "Choosing, Using Typefaces and Fonts: An Intellectual Property Law Review," *thefashionlaw.com*, July 25, 2023.
- Co-author, "The Intersection of Generative AI and Copyright Law," *Troutman Pepper*, July 21, 2023.
- Co-author, "IP Considerations for Naming Clinical Trials," *Troutman Pepper*, May 10, 2023.
- Co-author, "An IP Law Recipe for Alphabet Soup: Typefaces and Fonts," *Troutman Pepper*, March 20, 2023.
- "New Jersey's Identity Theft Prevention Act May Catch You Off Guard", *The Privacy Advisor*, Volume 5, Number 14, November 2005.
- "The Value of Trademark Licensing," *Corporate Counsel Outside Perspectives*, August 2001.
- "The Importance of a Trademark Search," *New York Law Journal*, July 29, 2002.

MEDIA COMMENTARY

- Cited, "Who Are The OMG Girlz? Girl Group at Center of T.I. and Tiny's $53.6 Million Failed Punitive Damages Bid Against MGA," *International Business Times*, July 3, 2026.
- Cited, "T.I. and Tiny Lose Bid for $53.6M in Punitive Damages From MGA – OMG Girlz Doll Award Stays Capped at $17.9M," *Music Business Worldwide*, July 2, 2026.
- Quoted, "Dupe Culture Disrupts Retail as Lawsuits Surge Over Copycats," *Axios*, October 12, 2025.
- Quoted, "Lululemon Sued Costco for Selling Dupes of Popular Clothes. Can it Win?" *Forbes*, July 1, 2025.
- Interviewed, "German Court Rules Birkenstock Sandals Are Not Copyright-Protected Works of Art," *NBC News*, February 20, 2025.