



# Niloofar Zarei Henzaki

Associate

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Niloofar advises entrepreneurs, business owners and leaders throughout the full business life cycle — guiding them through entity formation, corporate governance, strategic growth and complex transactions including M&A and venture-backed expansion.

She supports clients as they scale their businesses, advising on opportunities such as venture capital financing, licensing and franchising, strategic partnerships and ultimately, successful exits. Serving a wide range of domestic and international companies, she focuses on structuring deals that position clients to achieve their short-term and long-term goals.

In her M&A practice, Niloofar has assisted in a diverse range of transactions, representing both buyers (including private equity buyers) and sellers across a variety of industries. She has closed high-profile transactions, guiding clients through the complexities of negotiations, deal structuring — including asset sales, stock sales, mergers and business combinations — and due diligence. Her experience includes acquisitions and sales of franchise businesses.

Niloofar negotiates and prepares a wide range of complex commercial contracts for clients across multiple industries, with a primary focus on the tech sector. Her work includes SaaS agreements, services agreements, supply agreements, license agreements and more. A tech enthusiast and business-oriented legal strategist, she provides creative and practical solutions to complex legal challenges, helping clients navigate the intersection of law and technology.

For international clients with a presence in the United States, Niloofar often serves as outside general counsel and works closely with company leadership to resolve legal issues as they arise. She invests the time to understand each client's business goals and tailors her client service to match those goals with innovative and efficient solutions.

With extensive experience from her previous firm, she also assists nonprofit organizations with legal matters such as formation and dissolution, federal tax exemption applications, governance and mergers and acquisitions.

## Services

- Corporate
- Emerging Companies & Venture Capital
- Franchising & Distribution
- International
- Mergers & Acquisitions
- Private Equity

- Securities Industry

## Beyond Fox Rothschild

Niloofer is an active member of the American Bar Association (ABA), International Law Section (ILS). She has been a steering member of various committees within the ABA ILS and she has been appointed to serve as the Co-Chair of the ILS Young Lawyers Network and the Vice Chair for Publications with the ILS Middle East committee (2024-2025).

She previously served on the board of two nonprofit organizations – National Womxn of Color Collective and Humanitarian Peace Foundation.

## Before Fox Rothschild

Prior to joining Fox Rothschild, Niloofer was an associate at a boutique Los Angeles firm focused on national and international nonprofits, tax-exempt organizations and social enterprises. She also represented borrowers and lenders in both real estate and non-real estate financing, handling complex transactions involving multiple parties, including investors and banks. Drawing on her experience structuring and negotiating financing arrangements, she helped clients navigate the legal and logistical challenges that come with sophisticated deals.

Earlier in her career, Niloofer served as a legal intern at a firm in Tehran, Iran, and volunteered with a Los Angeles organization that provides legal services to underserved communities.

## Bar Admissions

- California

## Education

- University of Southern California Gould School of Law (LL.M., 2018)
  - Certificate in International Business Law
  - Certificate in U.S. Legal Studies
- Shahid Beheshti University (Bachelor of Laws, 2016)

## Memberships

- American Bar Association International Law Section
  - Diversity Fellowship Program (2023-2024)
  - Co-Chair of the Young Lawyers Network (2024-2025)
- LA Lawyers Philharmonic Orchestra, Violinist
- Los Angeles County Bar Association
  - Business and International Law Division

## Board of Directors

- Humanitarian Peace Foundation
- National Womxn of Color Collective
  - Director of Communications

## Languages

- Farsi
- Conversational French