



# David Byers

## Special Counsel

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**“My approach is grounded in my clients’ business. I have spent the majority of my career embedded with a business team, and I use that experience to help clients solve problems and make smart decisions. I do that by understanding their business landscape, objectives, pain points, and risk tolerance. I focus on common sense, practical, sustainable solutions that deliver results and that work in the real world.”**

David Byers is a member of the firm’s franchise & distribution team. David provides a full range of transactional services to his clients, including drafting disclosure documents; franchise agreements and distribution agreements; assisting clients with franchise registration and regulatory compliance; advising franchisors on franchisee terminations, renewals, and other relationship issues; and buying and selling franchise businesses. David also provides legal counsel on general business matters; commercial transactions; vendor, supplier and manufacturing agreements; licensing agreements; and employment issues.

David joined Miller Nash in 1999, and he worked closely with franchise clients until 2009. He then gained invaluable expertise serving as in-house counsel for Starbucks for 15 years. At Starbucks, David directed legal support for the U.S. store licensing/franchising program, including regulatory compliance, licensing agreements, and related business development and operational activities. This work included managing a broad and cross-functional body of legal services for the licensed store business. David also collaborated with Starbucks attorneys in international markets on market-based licensing, channel licensing, traditional franchising models, and corporate development transactions. Besides franchising and licensing, David supported other commercial transactions, including international equity transfers.

Prior to pivoting to a transactional practice, David represented clients in dispute resolution and litigation. This work included termination disputes with franchisees, trademark infringement suits, claims under the Petroleum Marketing Practices Act and the Washington Franchise Investment Protection Act, actions involving beverage and product distribution rights, claims concerning the unintentional formation of franchises, suits against residential real estate agents and brokerages, and the defense of product liability actions.

### Education

J.D., Duke University  
School of Law, 1998

B.A., Claremont McKenna  
College, 1995

### Bar Admissions

Washington, 1999

## Professional Activities

- King County Bar Association Neighborhood Legal Clinic
  - Volunteer Attorney, 2025-Present
- Washington Lawyers for the Arts
  - Volunteer Attorney, 2006-2012
- Washington State Bar Association
  - Rules of Professional Conduct Committee, 2008-2012
- Oregon State Bar Association
  - Member, 2003-Present (currently inactive)
- IFA Franchise Business Network (Pacific Northwest Region)
  - Co-Host, 2004-2009
- Franchise Law Journal, 2008-2014
  - Associate Editor, 2008-2011
  - Topics & Articles Editor, 2011-2014
- American Bar Association
  - Member, 1998-Present
- American Bar Association Forum on Franchising
  - Member, 2001-Present

## Civic Activities

- Seattle Academy of Arts and Sciences
  - Board of Trustees, 2025-Present
  - Build Bold Upper School Committee, 2023-Present
- Childhaven, 2014-2023
  - Board of Directors, 2014-2020
  - Community Leadership Board, 2020-2023

## Representative Experience

### In-House Franchise and Related Experience

- 15+ years leading legal support for the multi-billion dollar Starbucks North America franchise business, with more than 7,000 licensed stores.\*
- Provided legal support across a broad range of issues, including franchise regulatory compliance, privacy, IT platforms, supply chain, store design and development, operational compliance, lease and permitting issues, pricing and competition law, marketing initiatives, franchisee transfers, loyalty and stored value card programs, new product introductions, branding changes, dispute resolution, collections and workouts, bankruptcy and insolvency, and employment issues.\*
- Negotiated development and licensing agreements with hundreds of Starbucks franchisees in North America and across the world, including with many other Fortune 500 companies, with retail channels including grocery, mass retail, hospitality, health care, airports, theme parks, colleges and universities, military facilities, travel centers, cruise lines, casinos, tribal properties, bookstores, ghost kitchens, and standalone retailers.\*
- Oversaw international transactions for the sale of equity interests in Korea, Thailand, Singapore, Chile, and Brazil, and multi-market licensing transactions involving many of the world's largest franchise operators. Larger transactions regularly included a combination of elements, such as an equity purchase/sale, a long-term licensing relationship, and a multi-market interconnected development and growth commitment.\*

- Advised international business and legal teams on best practices in franchising, including managing mixed markets (franchised and company-owned), crafting and enforcing development commitments, managing exclusivity rights and obligations, optimizing the supply chain, leveraging regional franchisees for operational, marketing, and distribution support, and contract lifecycle management.\*
- Advised on strategic planning, including SWOT analysis, financial and operational planning, competitive market analysis, and strategizing key franchisee relationships and development channels.\*
- Oversaw franchisor support through the planned merger of two of the largest Starbucks U.S. franchisees, and the bankruptcy of a 100+ unit Canadian franchisee.\*
- Provided leading legal support for the implementation and rollout of a national point-of-sale system for franchisees, including vendor negotiations, regulatory compliance, privacy matters, and negotiating contract terms for added service.\*
- Supported the transition of wholesale food sales from third-party distribution to in-house sale directly to franchisees.\*
- Successfully directed the defense of franchisee litigation following termination and mandated closure of stores, including claims advanced during the franchisee's subsequent bankruptcy action.\*
- Directed the architecting and implementation of global contract lifecycle management system for 1,000+ licensing and related agreements.\*

\*Prior to joining Miller Nash

## Publications

- "Chapter 14: Exemptions and Exclusions Under Washington Law," American Bar Association, *Exemptions and Exclusions under Federal and State Franchise Registration and Disclosure Laws* (Mar. 2017)
- "Is this Really the End? Dealing With Renewal and Nonrenewal of Franchise Relationships," International Franchise Association 48th Annual Legal Symposium (May 2015)
- "Gift Cards and Loyalty Programs in Franchise Systems," American Bar Association 33rd Annual Forum on Franchising (Oct. 2010)
- "State Regulation of Franchising: the Washington Experience Revisited," *Seattle University Law Review* (2009)
- "Litigating Disclosure Claims," American Bar Association 31st Annual Forum on Franchising (Oct. 2008)
- "Open Price Agreements: Good Faith Pricing in the Franchise Relationship," American Bar Association Forum on Franchising, *Franchise Law Journal* (2007)
- "Closing the Door on Efforts to Create a Franchisor Duty of Competence," American Bar Association Forum on Franchising, *Franchise Law Journal* (2003)

## Presentations

- "Is Your Franchise System Making the Best Use of Technology? Learn how Tech-Savvy Franchisors are Planning for the Future," Franchise Business Network Regional Meeting, moderator (Feb. 2008)
- "Franchise Law in Washington," Lorman Educational Services, presenter (Aug. 2007)
- "The Top Ten Problems Faced by Franchisees in their Adolescence," Franchise Business Network Regional Meeting, moderator (May 2007)
- "Franchising," The Seminar Group, presenter (Apr. 2007)
- "Partnering with Charities – The Benefits to Your Team and Brand Promotion," Franchise Business Network Regional Meeting, moderator (Jul. 2006)
- "Franchise Law Update," Washington State Bar Association Business Law Section, presenter (Jun. 2006)
- "Cross-Border Franchising between the U.S. and Canada," Franchise Business Network Regional Meeting, moderator (Aug. 2005)

## Recognition & Honors

- Recognized as a “Rising Star” by Washington Law & Politics Magazine, 2005-2007

## Personal Activities

Outside of the office, David enjoys traveling with his family, supporting his kids’ school, attending Seahawks games, walking his dog, reading, and watching movies.