

# Non-Disclosure Agreement (NDA) Contract Form Sample

A **non-disclosure agreement** contract form sample for startups is essential to protect sensitive information during business partnerships. This legal document ensures that confidential data shared between parties remains secure and undisclosed. Startups can use this form to build trust and safeguard their innovative ideas effectively.

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## Sample Non-Disclosure Agreement

This Non-Disclosure Agreement ("**Agreement**") is made and entered into as of [Date] by and between [Startup Name], with a principal place of business at [Startup Address] ("**Disclosing Party**"), and [Recipient Name], with a principal place of business at [Recipient Address] ("**Receiving Party**").

### 1. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" includes all written, electronic, or oral information that the Disclosing Party provides to the Receiving Party, including but not limited to, business plans, products, software, technology, specifications, prototypes, customer lists, and financial information.

### 2. Obligations of Receiving Party

- Maintain the confidentiality of the Confidential Information.
- Not disclose Confidential Information to any third party without prior written consent of the Disclosing Party.
- Not use the Confidential Information for any purpose other than evaluating or conducting a business relationship with the Disclosing Party.

### 3. Exclusions

Confidential Information does not include information that is:

- Already public knowledge at the time of disclosure;
- Independently developed by the Receiving Party without reference to the Disclosing Party's Confidential Information;
- Lawfully received from a third party without breach of this Agreement.

### 4. Term

This Agreement and Receiving Party's duty to hold Confidential Information in confidence remain in effect for [Number] years from the date of disclosure.

### 5. Return of Materials

Upon the Disclosing Party's request, the Receiving Party will promptly return or destroy all materials containing Confidential Information.

### 6. No License

Nothing in this Agreement grants the Receiving Party any rights in or to the Confidential Information except as expressly set forth herein.

### 7. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of [State/Country].

#### Disclosing Party:

Name: [Startup Name]

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

#### Receiving Party:

Name: [Recipient Name]

Signature: \_\_\_\_\_

Date: \_\_\_\_\_