

# NDA Contract Form Sample

Review this **NDA contract form** sample designed specifically for business partnership discussions to ensure confidentiality and protect sensitive information. This document outlines the obligations of all parties to maintain privacy during negotiations. Using a clear and concise NDA helps foster trust and safeguards proprietary data.

## Non-Disclosure Agreement (NDA)

This Non-Disclosure Agreement ("Agreement") is entered into as of [Date] by and between:

- **Disclosing Party:** [Company Name], with its principal place of business at [Address]
- **Receiving Party:** [Partner Name], with its principal place of business at [Address]

### 1. Purpose

The parties wish to explore a potential business partnership and understand that this process may require the disclosure of confidential and proprietary information.

### 2. Definition of Confidential Information

"Confidential Information" refers to all information exchanged between the parties, whether oral or written, that is identified as confidential or would reasonably be understood to be confidential by the nature of the information and the circumstances of disclosure.

### 3. Obligations of Receiving Party

1. Maintain the confidentiality of the Confidential Information and not disclose it to any third party without the prior written consent of the Disclosing Party.
2. Use the Confidential Information solely for the purpose of evaluating the proposed business partnership.
3. Take reasonable measures to protect the secrecy of the Confidential Information.

### 4. Exclusions

This Agreement does not cover information that:

- Was publicly known at the time of disclosure or becomes publicly known through no fault of the Receiving Party;
- Is obtained by the Receiving Party from a third party lawfully;
- Is independently developed by the Receiving Party without reference to or use of the Confidential Information.

### 5. Term

This Agreement shall commence on the date written above and remain in effect for [Insert number] years from the date of signing, unless extended by mutual written agreement.

### 6. Return of Materials

Upon written request, the Receiving Party agrees to return or destroy all materials containing Confidential Information.

### 7. Miscellaneous

- This Agreement constitutes the entire understanding of the parties and supersedes all prior discussions.
- This Agreement is governed by the laws of [State/Country].
- No modification of this Agreement shall be valid unless in writing and signed by both parties.

#### Disclosing Party:

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

Name: [Name]

Title: [Title]

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

#### Receiving Party:

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

Name: [Name]

Title: [Title]

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

*This sample NDA is provided for informational purposes only. Please consult a legal professional to ensure suitability for your specific situation.*