

# Confidentiality and Non-Disclosure Contract Form Sample

This **Confidentiality and Non-Disclosure Contract Form Sample** ensures the protection of sensitive information shared between parties, preventing unauthorized disclosure. It clearly outlines the obligations and responsibilities to maintain privacy and trust in business relationships. Using this form helps safeguard proprietary data and maintain competitive advantage.

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## Confidentiality and Non-Disclosure Agreement

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

### 1. Definition of Confidential Information

"Confidential Information" means any data or information, oral or written, disclosed by the Disclosing Party to the Receiving Party that is not generally known to the public and that the Receiving Party understands is proprietary.

### 2. Obligations of Receiving Party

- Receiving Party shall not disclose Confidential Information to any third party without the prior written consent of the Disclosing Party.
- Receiving Party shall use the Confidential Information solely for the purpose(s) as agreed upon by the parties.
- Receiving Party shall take reasonable steps to protect the confidentiality of the Confidential Information.

### 3. Exclusions

This Agreement does not cover information that:

- Is or becomes publicly known through no fault of the Receiving Party;
- Is received from a third party without restriction and without breach of any obligation of confidentiality;
- Is independently developed by the Receiving Party without use of the Confidential Information.

### 4. Term

This Agreement and the Receiving Party's obligation to hold Confidential Information in confidence remain in effect for [Term, e.g., two years] from the date of disclosure.

### 5. Return of Materials

All documents and other tangible materials containing or representing Confidential Information and all copies thereof shall be returned to the Disclosing Party upon request.

### 6. Miscellaneous

This Agreement constitutes the entire agreement between the parties concerning its subject matter and supersedes all prior agreements. Any modifications must be in writing and signed by both parties.

### Signatures

|                          |                         |
|--------------------------|-------------------------|
| <b>Disclosing Party:</b> | <b>Receiving Party:</b> |
| Name: _____              | Name: _____             |
| Title: _____             | Title: _____            |
| Date: _____              | Date: _____             |