

One-Way Non-Disclosure Agreement (NDA)

This **one-way non-disclosure agreement** contract form sample offers a clear and concise template to protect confidential information shared between parties. It ensures that sensitive data disclosed by one party remains secure and undisclosed to unauthorized individuals. Use this sample to create legally binding agreements that safeguard your proprietary information effectively.

1. Parties

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

Disclosing Party: [Name]

Address: [Address]

Receiving Party: [Name]

Address: [Address]

2. Definition of Confidential Information

"Confidential Information" refers to all non-public information disclosed by the Disclosing Party to the Receiving Party, whether oral or written, that is designated as confidential or that reasonably should be understood to be confidential given the nature of the information and circumstances of disclosure.

3. Obligations of Receiving Party

1. The Receiving Party shall 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. The Receiving Party agrees to use the Confidential Information solely for the purpose of **[Purpose]**.
3. The Receiving Party shall take reasonable measures to protect the confidentiality of the Confidential Information.

4. Exclusions

Confidential Information does not include information that:

- Is or becomes publicly available through no fault of the Receiving Party;
- Is already in the possession of the Receiving Party before disclosure;
- Is lawfully received from a third party without breaching any obligation of confidentiality;
- Is independently developed by the Receiving Party without use of the Confidential Information.

5. Term

This Agreement shall commence on the date first written above and continue for a period of **[number] years** or until terminated by either party with written notice.

6. Return of Materials

Upon request, the Receiving Party shall promptly return or destroy all materials containing Confidential Information.

7. Governing Law

This Agreement shall be governed by and construed under the laws of **[Jurisdiction]**.

8. Signatures

IN WITNESS WHEREOF, the parties hereto have executed this Non-Disclosure Agreement as of the date first written above.

Disclosing Party

Name: _____
Signature: _____
Date: _____

Receiving Party

Name: _____
Signature: _____
Date: _____