

# Non-Disclosure Agreement (NDA) Form Sample

A **non-disclosure agreement form sample** with a confidentiality clause ensures that sensitive information shared between parties remains private and legally protected. This document outlines the obligations for both parties to maintain secrecy and prevent unauthorized disclosure. Utilizing a clear and comprehensive NDA helps safeguard business secrets and fosters trust in professional relationships.

## 1. Parties

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

**Disclosing Party:** [Name & Address]

**Receiving Party:** [Name & Address]

## 2. Definition of Confidential Information

For the purpose of this Agreement, "Confidential Information" shall mean any data, materials, or information (whether written, oral, or otherwise) disclosed by the Disclosing Party to the Receiving Party that is not generally known to the public and is designated as confidential or should reasonably be understood to be confidential given the nature of the information and the circumstances of disclosure.

## 3. Confidentiality Clause

### Obligations of Receiving Party:

- To maintain all Confidential Information in strict confidence and not disclose it to any third party without the prior written consent of the Disclosing Party.
- To use the Confidential Information solely for the purpose stipulated in this Agreement.
- To take all reasonable precautions to protect the confidentiality of the disclosed information.

## 4. Exclusions

Confidential Information does not include information that:

- (a) is or becomes public knowledge through no fault of the Receiving Party;
- (b) is rightfully received from a third party without breach of any confidentiality obligations;
- (c) is independently developed by the Receiving Party without use of or reference to the Confidential Information.

## 5. Term

The obligations of this Agreement shall remain in force for a period of [Number] years from the date of disclosure.

## 6. Governing Law

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

## 7. Signatures

### Disclosing Party:

Name: [Full Name]  
Title: [Title]  
Date: [Date]

### Receiving Party:

Name: [Full Name]  
Title: [Title]  
Date: [Date]