

Non-Disclosure Agreement (NDA)

This Non-Disclosure Agreement ("Agreement") is entered into as of **[Date]**, by and between **[Disclosing Party Name]**, located at **[Disclosing Party Address]** ("Disclosing Party"), and **[Receiving Party Name]**, located at **[Receiving Party Address]** ("Receiving Party").

1. Definition of Confidential Information

"Confidential Information" means any data or information that is proprietary to the Disclosing Party and not generally known to the public, including but not limited to research, product plans, services, customer information, and other intellectual property.

2. Obligations of Receiving Party

The Receiving Party agrees to:

- Keep the Confidential Information confidential;
- Not disclose the Confidential Information to any third parties without written consent from the Disclosing Party;
- Use the Confidential Information solely for the purpose of **[Purpose of Disclosure]**;
- Take reasonable measures to protect the confidentiality of the Confidential Information.

3. Exclusions from Confidential Information

Confidential Information does not include information that:

- Is or becomes publicly known through no breach of this Agreement;
- Is disclosed to the Receiving Party by a third party without breach of any obligation of confidentiality;
- Is independently developed by the Receiving Party without the use of or reference to the Disclosing Party's Confidential Information.

4. Term

This Agreement will commence on the date first written above and will continue for a period of **[Duration]**, unless terminated earlier by either party with **[Notice Period]** written notice.

5. Governing Law

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

6. Signatures

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

Disclosing Party Signature: _____

Name: **[Disclosing Party Representative]**

Title: **[Title]**

Receiving Party Signature: _____

Name: **[Receiving Party Representative]**

Title: **[Title]**