

# Graduate Student Research Non-Disclosure Agreement (NDA)

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

## Disclosing Party:

Name:

Affiliation:

## Receiving Party (Graduate Student):

Name:

Degree Program:

### 1. Definition of Confidential Information

"Confidential Information" refers to any data, materials, research, documents, or information disclosed by the Disclosing Party to the Receiving Party, whether in written, oral, electronic, or any other form, that is marked or described as confidential or should reasonably be understood to be confidential.

### 2. Obligations of Receiving Party

1. To use the Confidential Information solely for the purpose of academic research and not for any personal, commercial, or other purposes.
2. Not to disclose the Confidential Information to any third party without the prior written consent of the Disclosing Party.
3. To protect the confidentiality of the Confidential Information with at least the same degree of care the Receiving Party uses to protect their own confidential information.
4. To return or destroy all Confidential Information upon the request of the Disclosing Party or upon completion of the research/relationship.

### 3. Exclusions

This Agreement does not apply to information that:

- Is or becomes publicly available through no breach of this Agreement;
- Was lawfully known to the Receiving Party before disclosure;
- Is received from another source without breach of any obligation of confidentiality;
- Is independently developed without use of or reference to the Confidential Information.

### 4. Term

This Agreement and the Receiving Party's duty to hold Confidential Information in confidence will remain in effect for years from the Effective Date.

### 5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of

### 6. Miscellaneous

This Agreement constitutes the entire understanding between the parties regarding the subject matter and supersedes all prior agreements. Any amendment must be in writing and signed by both parties.

Disclosing Party Signature:

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Date:

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Receiving Party Signature: \_\_\_\_\_

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