

M&A 101: Key Concepts in Non-Disclosure Agreements

Although non-disclosure agreement negotiations may seem like a perfunctory step in the M&A process, NDAs present many issues that buyers and sellers should carefully consider before escalating discussions and venturing further toward a deal, according to a post by **Faegre Baker Daniels**.

Lance Bonner and **Kate Sherburne** explain: “Unlike confidentiality agreements in other commercial transactions, NDAs negotiated at the onset of the M&A process are often non-mutual and only bind the buyer with respect to the seller’s confidential information. As a result, negotiating an NDA typically begins with a form prepared by the seller or its investment bank or their respective legal counsel. Key negotiation points will vary depending on the characteristics of the proposed transaction and relationship of the parties.”

The authors discuss the areas that are commonly important, including confidential information, exclusions, representatives of the buyer, access to employees, suppliers and other business relations, non-solicitation, and more.

Read the article.