
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A No. 2

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 1, 1998

DYNAMICWEB ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

New Jersey	0-10039	22-2267658
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Ident. No.)

271 Route 46 West, Building F, Suite 209, Fairfield, New Jersey	07004
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (973) 244-1000

N/A
(Former name or former address, if changed since last report.)

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Item 7. Financial Statements, Pro Forma Financial Information
and Exhibits.

(b) The pro forma financial information is included herein
at Exhibit 99.2.

(c) The following exhibits are filed herewith:

99.2 Pro Forma Financial Information

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act
of 1934, the registrant has duly caused this Form 8-K/A to be
signed on its behalf by the undersigned hereunto duly authorized.

DYNAMICWEB ENTERPRISES, INC.

Dated: November 10, 1998

By \s\ Steve Vanechanos, Jr.
Steve Vanechanos, Jr.
President

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DYNAMICWEB ENTERPRISES, INC. AND SUBSIDIARIES

Unaudited Pro Forma Condensed Financial Statements

On May 1, 1998, DynamicWeb Enterprises, Inc. and subsidiaries (the "Company") completed a stock-for-stock exchange transaction with Design Crafting, Inc. ("Design") which will be accounted for as a purchase in accordance with Accounting Principle Board No. 16. The transaction was previously presented on the basis of a pooling of interests. The following unaudited pro forma condensed consolidated statement of operations for the year ended September 30, 1997 and the unaudited pro forma consolidated balance sheet as of September 30, 1997 are adjusted to give effect to the combination with Design by the issuance by the Company of 92,500 of its common shares in exchange for 100% of the Design shares as if such transaction had occurred on October 1, 1996 for the purposes of presenting pro forma statement of operations data and as of September 30, 1997, for presenting the pro forma balance sheet data.

The unaudited condensed pro forma consolidated balance sheet and statement of operations should be read in conjunction with the notes thereto and the audited financial statements of the Company and Design and the notes thereto. The pro forma information is not necessarily indicative of what the financial position and results of operations would have been had the transactions occurred earlier, nor do they purport to represent the future financial position or results of operations of DynamicWeb Enterprises, Inc. and subsidiaries.

Unaudited Pro Forma Condensed Financial Statement Adjustments

[1] To record the preliminary allocation of the purchase of Design Inc. valued at \$474,063. The pro forma information includes the issuance of 92,500 shares of the Company's common stock on May 1, 1998. It does not reflect any contingently issuable shares, up to 10,000, that may be issued in the event that the Company collects certain amounts from the realization of certain assets reported on the Design Crafting, Inc. balance sheet as of May 1, 1998.

[2] To record amortization of excess of cost over net assets of acquired business over ten years.

[3] The pro forma weighted average number of shares outstanding is as follows:

(a) Includes 654,597 shares of the Company's common stock subsequently contributed by certain of the Company's shareholders in exchange for 125,000 warrants.

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(b) 92,500 shares issued in connection with the purchase transaction as if they were outstanding for the entire period presented.

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DynamicWeb Enterprises, Inc. and Subsidiaries
Pro Forma Consolidated Balance Sheet Data
Unaudited

<TABLE>
<CAPTION>

	Historical			
	DynamicWeb Enterprises, Inc. and Subsidiaries as of September 30, 1997	Design Crafting, Inc. as of September 30, 1997	As Revised Pro Forma Adjustments	As Revised Pro Forma Consolidated (Unaudited)
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 188,270	\$ 5,015		\$ 193,285
Accounts receivable, less allowance for doubtful accounts	100,425	56,812		157,237
Prepaid and other current assets	20,738	468		21,206
	-----	-----		-----
Total current assets	309,433	62,295		371,728
Property and equipment	284,512	4,602		289,114

Excess of cost over net assets of acquired business			\$445,438	445,438
Patents and trademarks, less accumulated amortization	21,808			21,808
Customer list, less accumulated amortization	83,333			83,333
Deferred registration costs	128,169			128,169
Other assets and fees	60,461			60,461
	-----	-----	-----	-----
	\$ 887,716	\$ 66,897	\$445,438	\$1,400,051
	=====	=====	=====	=====

LIABILITIES

Current liabilities:

Accounts payable	\$ 182,340			\$ 182,340
Accrued expenses	165,941	\$ 30,597		196,538
Current maturities of long-term debt	7,925			7,925
Loan payable - banks	24,049			24,049
Loans from stockholders	117,163			117,163
Deferred revenue	15,065			15,065
Subordinated notes payable	840,873			840,873
Taxes payable - current		1,480		1,480
Taxes payable - deferred		6,195		6,195
	-----	-----	-----	-----
Total current liabilities	1,353,356	38,272		1,391,628

Long-term debt, less current maturities	185,811			185,811
	-----	-----	-----	-----
	1,539,167	38,272		1,577,439
	-----	-----	-----	-----

CAPITAL DEFICIENCY

Common stock	214	1,000	\$ (1,000) (1)	223
Additional paid-in capital	3,530,324		9 (1)	4,004,378
Unearned portion of compensatory stock options	(204,000)		474,054 (1)	(204,000)
Accumulated deficit	(3,577,989)	27,625	(27,625) (1)	(3,577,989)
	-----	-----	-----	-----
	(251,451)	28,625	445,438	222,612
Less treasury stock	(400,000)			(400,000)
	-----	-----	-----	-----
Total capital deficiency	(651,451)	28,625	445,438	(177,388)
	-----	-----	-----	-----
	\$ 887,716	\$ 66,897	\$445,438	\$1,400,051
	=====	=====	=====	=====

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DynamicWeb Enterprises, Inc. and Subsidiaries
Pro Forma Consolidated Statement of Operations Data
Unaudited

<TABLE>

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	Historical			
	DynamicWeb Enterprises, Inc. and Subsidiaries for the year ended September 30, 1997	Design Crafting, Inc. for the year ended September 30, 1997	As Revised Pro Forma Adjustments	As Revised Pro Forma Consolidated (Unaudited)
<S>	<C>	<C>	<C>	<C>
Net sales:				
System sales	\$ 116,106			\$ 116,106
Services	521,071	\$462,541		983,612
	-----	-----		-----
	637,177	462,541		1,099,718
	-----	-----		-----
Cost of sales:				
System sales	40,323			40,323
Services	213,180	384,244		597,424
	-----	-----		-----
	253,503	384,244		637,747
	-----	-----		-----
Gross profit	383,674	78,297		461,971
	-----	-----		-----
Expenses:				
Selling, general and administrative	1,854,686	65,772	\$ 44,543 (2)	1,965,001
Research and development	234,808			234,808
	-----	-----	-----	-----
	2,089,494	65,772	44,543	2,199,809
	-----	-----	-----	-----

Operating income (loss)	(1,705,820)	12,525	(44,543)	(1,737,838)
Purchased research and development	(713,710)			(713,710)
Interest expense	(770,041)			(770,041)
Interest income	5,068			5,068
	-----	-----	-----	-----
Income (loss) before income taxes	(3,184,503)	12,525	(44,543)	(3,216,521)
Income tax (expense) benefit	21,700	(3,250)		18,450
	-----	-----	-----	-----
Net income (loss)	\$ (3,162,803)	\$ 9,275	\$ (44,543)	\$ (3,198,071)
	=====	=====	=====	=====
Pro forma net loss per pro forma weighted average number of shares outstanding				\$ (2.16)
				=====
Pro forma weighted average number of shares outstanding	1,386,383 (3) (a)		92,500 (3) (b)	1,478,883
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