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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): April 14, 2004

EB2B COMMERCE, INC.

(Exact Name of Registrant as Specified in Charter)

NEW JERSEY

0-10039

22-2267658

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification Number)

665 BROADWAY, NEW YORK, NEW YORK

10012

(Address of Registrant's Principal Executive Offices)

(Zip Code)

(212) 477-1700

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

On April 14, 2004, eB2B Commerce, Inc. (the "Company") received notice from the law offices of Ellis, Funk, Goldberg, Labovitz & Dokson, P.C., representing the Investor Representative and investors controlling 85% of the Company's January and July 2002 Senior Secured Convertible Notes, that it is in default on interest payments and that as a result, the Noteholders opt to accelerate their repayment in the aggregate amount of \$3,200,000 plus accrued interest.

If the Company cannot repay the Notes plus accrued interest immediately, the Noteholders are prepared to take possession of the Company's assets, according to the General Security Agreements associated with the Notes, in full satisfaction of the debt.

The Company is considering its course of action. As a result of this notification, the Company will be unable to file its Form 10-KSB as scheduled, today, April 14, 2004 pending review by its counsel and auditors.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

99.1 Letter from Ellis, Funk, Goldberg, Labovitz & Dokson, P.C.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934,
the Registrant has duly caused this report to be signed on its behalf by the
undersigned hereunto duly authorized.

Dated: April 14, 2004

eB2B Commerce, Inc.

By: /s/ RICHARD S. COHAN

Name: Richard S. Cohan
Title: Chairman and Chief Executive
Officer

Exhibit 99.1

<TABLE>
<CAPTION>

ELLIS, FUNK, GOLDBERG, LABOVITZ & DOKSON, P.C.

<S>	<C>	<C>
DONALD J. ELLIS	ATTORNEYS AT LAW	EMAIL: difunk@efgld.com
DAVID I. FUNK	ONE SECURITIES CENTRE	-----
ROBERT B. GOLDBERG (GA&SC)	SUITE 400	
ALBERT L. LABOVITZ (GA&AL)	3490 PIEDMONT ROAD	OF COUNSEL:
ROBERT N. DOKSON	ATLANTA, GA 30305	RUSSELL H. KASPER, P.C.
-----	404-233-2800	
CLAY M. WHITE	FACSIMILE 404-233-2188	

</TABLE>

April 13, 2004

VIA FEDERAL EXPRESS
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EB2B Commerce, Inc.
665 Broadway
New York, NY 10012
Attn: Richard S. Cohan

RE: January and July 2002 Senior Subordinated Secured Convertible
Notes in the amounts of \$2,000,000 and \$1,200,000 respectively

Dear Mr. Cohan:

We represent Robert Priddy, Investor Representative, in connection with the July Notes referenced above and, by proxy, 85% of the holders of the January Notes.

As you are aware, you are in default under both of the Notes by virtue of your failure to pay interest as provided therein. Please accept this writing as notice of acceleration, such that the entire unpaid principal and all accrued but unpaid interest is now immediately due and payable.

Please be further advised that the Noteholders are prepared to take possession of the collateral described in the General Security Agreement in full and final satisfaction of your obligation to the Noteholders. If you refuse this offer of a compromise, a Bankruptcy filing is the only alternative.

Please contact me as soon as possible following your receipt of this letter to give me your answer to our proposal.

Very truly yours,

ELLIS, FUNK, GOLDBERG,
LABOVITZ & DOKSON, PC.

/s/ DAVID I. FUNK

David I. Funk

DIF:jml
cc: Robert B. Goldberg
Robert Priddy (via email)