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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): May 22, 2001

EB2B COMMERCE, INC.
(Exact Name of Registrant as Specified in Charter)

New Jersey (State or Other Jurisdiction of Incorporation)	0-10039 (Commission File Number)	22-2267658 (I.R.S. Employer Identification Number)
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757 Third Avenue, New York, New York (Address of Registrant's Principal Executive Offices)	10017 (Zip Code)
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(212) 703-2000
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On May 22, 2001, eB2B Commerce, Inc. (the "Company") received a letter from NASDAQ indicating that the common stock of the Company has not maintained a minimum bid price of \$1.00 over the last 30 consecutive trading days as required by the Nasdaq SmallCap Market rules. The Company has been provided 90 days, or until August 20, 2001, to regain compliance. If at any time before August 20, 2001, the bid price of the Company's common stock is at least \$1.00 for a minimum of 10 consecutive trading days (or more at Nasdaq's discretion), then the Company will achieve minimum bid price rule compliance. If the Company is unable to demonstrate compliance on or before August 20, 2001, Nasdaq will notify the Company that its securities will be delisted. At that time, the Company may appeal this decision to a Nasdaq Listing Qualifications Panel.

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: May 24, 2001

eB2B Commerce, Inc.

By: /s/ John J. Hughes, Jr., Esq.

Name: John J. Hughes, Jr., Esq.
Title: Executive Vice President
and General Counsel