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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): AUGUST 22, 2002

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

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| New Jersey | 0-10039 | 22-2267658 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

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|---|------------|
| 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.

On August 22, 2002, eB2B Commerce, Inc. (the "Company") received notice from the Nasdaq Listing Qualifications Panel that it had determined to delist the Company's common stock from quotation on The Nasdaq SmallCap Stock Market effective with the opening of business on August 27, 2002. The Panel's decision to delist was based upon the Company's failure to pay certain listing fees as required by Marketplace Rule 4310(c)(13). The Company had also been previously notified by Nasdaq that its common stock has not met either the minimum \$1.00 per share bid price requirement or minimum market value of publicly held shares requirement for continued inclusion on the Nasdaq SmallCap Stock Market. A copy of the press release announcing the notice of delisting is attached hereto as Exhibit 99.1, which press release is incorporated herein by reference. On August 27, 2002, the Company's common stock commenced trading on the Over the Counter Bulletin Board under the ticker symbol EBTB.OB.

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

(c) Exhibits.

99.1 The Company's Press Release dated August 26, 2002.

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: August 29, 2002

eB2B Commerce, Inc.

By: /s/ Robert Bacchi

Name: Robert Bacchi

Title: Chief Operating Officer

EB2B ANNOUNCES UPCOMING REMOVAL FROM NASDAQ

NEW YORK--August 26, 2002-- eB2B Commerce, Inc. (NASDAQ: EBTB), announced today that effective August 27, 2002 that its common stock would be delisted from Nasdaq.

After receiving communications from Nasdaq as to deficiencies that would have to be cured, and in view of the improbability of curing such deficiencies and due to the significant amount due to Nasdaq, the Company determined that the significant expense of maintaining its Nasdaq listing would not be appropriate.

ABOUT EB2B COMMERCE, INC.

eB2B Commerce is a leading provider of business-to-business transaction management services that simplify trading partner integration, automation, and collaboration across the order management life cycle. The eB2B Trading Network and Transaction Lifecycle Management solutions provide enterprises large and small with a total solution for improving trading partner relationships that enhance productivity and bottom line profitability.

NOTE: CERTAIN STATEMENTS CONTAINED IN THIS NEWS RELEASE WHICH ARE NOT BASED ON HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS, AS THE TERM IS DEFINED IN THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, AND ARE SUBJECT TO UNCERTAINTIES AND RISKS THAT MAY CAUSE ACTUAL RESULTS TO MATERIALLY DIFFER FROM PROJECTIONS. ALTHOUGH EB2B BELIEVES THAT ITS EXPECTATIONS ARE REASONABLE ASSUMPTIONS WITHIN THE BOUNDS OF ITS KNOWLEDGE OF ITS BUSINESS OPERATIONS, THERE CAN BE NO ASSURANCE THAT ACTUAL RESULTS WILL NOT DIFFER MATERIALLY FROM ITS EXPECTATIONS. THE UNCERTAINTIES AND RISKS INCLUDE, AMONG OTHER THINGS, THE COMPANY'S PLANS, BELIEFS AND GOALS, THE COMPANY'S LIMITED OPERATING HISTORY, THE ABILITY TO RAISE ADDITIONAL CAPITAL, IF NEEDED, THE RISKS AND UNCERTAINTIES ASSOCIATED WITH RAPIDLY CHANGING TECHNOLOGIES SUCH AS THE INTERNET, THE RISKS OF TECHNOLOGY DEVELOPMENT AND THE RISKS OF COMPETITION THAT CAN CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS. THE COMPANY UNDERTAKES NO OBLIGATION TO REVISE OR PUBLICLY RELEASE THE RESULTS OF ANY REVISION TO THESE FORWARD-LOOKING STATEMENTS.

CONTACT:

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