

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): JANUARY 16, 2003

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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665 BROADWAY, NEW YORK, NEW YORK (Address of Registrant's Principal Executive Offices)	10012 (Zip Code)
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(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.

Prior to the meeting on January 16, 2003 of the Board of Directors of eB2B Commerce, Inc. (the "Company"), Bruce J. Haber resigned as Chairman of the Board and Mark Reichenbaum resigned as a director of the Company. At the January 16, 2003 meeting, the Board of Directors of the Company elected Robert Priddy as Chairman of the Board to fill the vacancy caused by Mr. Haber's resignation. Mr. Priddy is a private investor and a substantial securityholder of the Company. The Board also elected Thom Waye as a director to fill the vacancy caused by Mr. Reichenbaum's resignation. Mr. Waye is Managing Director of Commonwealth Associates, LP and constitutes the second appointee (of two) to the Board of Directors of the Company that Commonwealth Associates, LP is entitled to.

The Board of Directors of the Company currently consists of: Robert Priddy (Chairman), Richard S. Cohan, Stephen J. Warner, Harold S. Blue and Thom Waye. The Audit Committee is comprised of Messrs. Waye (Chairman), Priddy and Warner and the Compensation Committee is comprised of Messrs. Warner (Chairman), Priddy and Blue. Reference is made to the press release, dated January 24, 2003, of the Company related to the changes on the Board of Directors, which press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

(c) Exhibits

99.1 Press release dated January 24, 2003.

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: January 24, 2003

eB2B Commerce, Inc.

By: /s/ Richard S. Cohan

Name: Richard S. Cohan

Title: Chief Executive Officer and
President

Exhibit Index

99.1 Press Release dated January 24, 2003

eB2B Commerce Names Robert Priddy and Thom Waye to Board of Directors

NEW YORK - January 24, 2003 - eB2B Commerce, Inc. (BB: EBTB.OB) a leader in business-to-business transaction management services, announced today that Robert L. Priddy has been elected Chairman of the Board, replacing Bruce Haber, who has resigned. Mr. Haber will continue to assist the Company as an independent consultant.

Mr. Priddy is currently chairman and chief executive officer of RMC Capital, LLC. He was one of the four founding partners of ValuJet Airlines and served in a variety of executive positions for the airline through 1997, following its merger with AirTran Airways. Mr. Priddy remains a Director of AirTran Airways, a New York Stock exchange company. Prior to that, Mr. Priddy served as President of Florida Gulf Airlines and Air Midwest, and was one of the three founders of Atlantic Southeast Airlines (ASA) as well as its chief financial officer. He is a significant private investor in eB2B Commerce, Inc. Mr. Priddy received a Bachelor in Arts from Tulane University in 1969, majoring in Economics.

In addition, Thom Waye, Managing Director of Corporate Finance and Business Development at Commonwealth Associates, has been elected to the Board, replacing Mark Reichenbaum, who resigned his position. Mr. Waye has primary responsibility for originating Commonwealth's investment opportunities, private placements, and public offerings. Mr. Waye previously held various positions with American International Group's (AIG) Financial Services companies, as well as led Motorola's and Unisys' New York based Financial Services Marketing efforts. He holds an MBA in Accounting and Finance from the Graduate School of Business at the University of Chicago and a BS from Syracuse University.

Commenting on the changes, eB2B's chief executive officer Richard Cohan remarked, "The addition of Robert and Thom to the Board strengthens our marketing and revenue focus. eB2B will capitalize on their industry knowledge, skill, and business relationships to continue to penetrate our market. Robert, in helping to found and run two major airlines, has a keen sense of the value that is delivered by streamlining the supply chain and making business-to-business commerce more cost-effective. Thom has had years of experience building transaction and services based businesses and generating revenue growth."

About eB2B Commerce

eB2B Commerce is a leading provider of electronic business-to-business services that simplify trading partner integration and collaboration for order management and supply chain execution. The eB2B Trade Gateway and Outsourcing Services solutions provide enterprises large and small with low cost, high return methods for allowing trading partner relationships to be more productive and profitable.

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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<http://www.eb2b.com>