

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. ___)*

EB2B COMMERCE, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.0001 PER SHARE
(Title of Class of Securities)

26824R 10 9
(CUSIP Number)

- copy to -

Richard S. Cohan
eB2B Commerce, Inc.
665 Broadway, 3rd Floor
New York, New York 10012
(212) 477-1700

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Kaufman & Moomjian, LLC
50 Charles Lindbergh Blvd., Suite 206
Mitchel Field, New York 11553
(516) 222-5100

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

July 15, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), or 240.13d-1 (f), or 240.13d-1 (g), check the following box [] .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosure provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Richard S. Cohan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
PF and OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES	7	SOLE VOTING POWER 131,198
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER -0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER 131,198
PERSON WITH	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
131,198 (See Item 5 herein)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.4%*

14 TYPE OF REPORTING PERSON (See Instructions)
IN

*Less than 1% on a fully diluted basis, giving effect to all shares of common stock underlying derivative securities issued by eB2B Commerce, Inc. (i.e. convertible notes, convertible preferred stock, warrants and options).

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ITEM 1. SECURITY AND ISSUER.

The class of securities to which this statement relates is the common stock, par value \$.0001 per share (the "Common Stock"), of eB2B Commerce, Inc. (the "Company"). The Company's principal executive offices are located at 665 Broadway, New York, New York 10012.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is being filed by Richard S. Cohan.

(b) The business address for Mr. Cohan is c/o eB2B Commerce, Inc., 665 Broadway, New York, New York 10012.

(c) Mr. Cohan is the President, Chief Executive Officer and a director of the Company.

(d) Mr. Cohan has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Mr. Cohan has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Cohan is a United States citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

All of the stock options owned by Mr. Cohan have been issued to him in connection with his employment with the Company. Mr. Cohan used his own personal funds to purchase all other securities owned by him.

ITEM 4. PURPOSE OF TRANSACTION

In connection with his position as the President, Chief Executive Officer and a director of the Company, the Company granted Mr. Cohan, effective June 27, 2002, ten year stock options to purchase 800,000 shares of Common Stock at an exercise price of \$0.11 per share, which option is exercisable to the extent of

one-half (400,000 shares) immediately and one-half on June 27, 2003; provided, however, this option for 800,000 shares shall not vest at all until the Company shall obtain shareholder approval ("Shareholder Approval") of a proposal to increase the number of shares available for issuance under the Company's 2000 Stock Option Plan, as amended (and the Company has indicated Shareholder Approval will not be obtained within sixty days from the date of this Schedule 13D).

On July 15, 2002, Mr. Cohan acquired for investment purposes, and in consideration of \$7,292, a 7% senior subordinated secured convertible note (the "Note") in the principal amount of \$7,292, which Note is convertible into 72,195 shares of Common Stock at the rate of \$0.101 per share.

Other than as set forth above, Mr. Cohan has no present plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. Mr. Cohan may, at any time and from time to time, review or reconsider his position and formulate plans or proposals with respect thereto, but has no present intention of doing so.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Aggregate number of shares of Common Stock beneficially owned: 131,198 (1) Percentage: 6.4%; less than 1% on a fully diluted basis, giving effect to all shares of Common Stock underlying derivative securities issued by the Company (i.e. convertible notes, convertible preferred stock, warrants and options).

- (b) 1. Sole power to vote or to direct vote: 131,198 (1)
- 2. Shared power to vote or to direct vote: -0-
- 3. Sole power to dispose or to direct the disposition: 131,198 (1)
- 4. Shared power to dispose or to direct the disposition: -0-

(1) Mr. Cohan is the owner of 3,447 shares of Common Stock, the Note presently convertible into 72,195 shares of Common Stock, and options (the "Options") to purchase 1,316,668 shares of Common Stock of the Company. Of such Options, (i) 133,334 are exercisable at \$7.95 per share, of which 1/3 (44,445 shares) are exercisable immediately and an additional 1/3 of which shall vest on each of May 4, 2003 and 2004; (ii) 33,334 are exercisable at \$3.45 per share, of which 1/3 (11,111 shares) are exercisable immediately and an additional 1/3 of which shall vest on each of July 3, 2003 and 2004; (iii) 350,000 are exercisable at \$1.30 per share, of which 1/2 (175,000 shares) shall vest on each of February 19, 2003 and 2004; and (iv) 800,000 are exercisable at \$0.11 per share, of which 1/2 (400,000 shares) are exercisable immediately and the remaining 1/2 of which shall vest on June 27, 2003; provided, however, this option for 800,000 shares shall not vest at all until the Company shall obtain Shareholder Approval (and the Company has indicated Shareholder Approval will not be obtained within sixty days from the date of this Schedule). For purposes of this Schedule, only those shares subject to Options exercisable within 60 days have been included in calculating Mr. Cohan's beneficial ownership of the issued and outstanding shares of Common Stock of the Company. All transactions disclosed herein have been adjusted to reflect the 1:15 reverse stock split of the Company's Common Stock effective January 10, 2002.

(c) The following is a description of all transactions, all of which are acquisitions, in shares of Common Stock, during the past 60 days, by Mr. Cohan:

<TABLE>
<CAPTION>

Type of Security	Date of Acquisition	Number of Underlying Shares	Conversion or Exercise Price (\$)
<S>	<C>	<C>	<C>
Stock Option	June 27, 2002	800,000*	0.11
Convertible Note	July 15, 2002	72,195	0.101

* Of the 800,000 shares underlying the Option granted to Mr. Cohan, 1/2 (400,000 shares) are exercisable immediately and the remaining 1/2 shall vest on June 27, 2003, provided, however, the option shall not vest at all until the Company shall obtain Shareholder Approval (and the Company has indicated Shareholder Approval will not be obtained within sixty days from the date of this Schedule).

(d) and (e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR
RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

None

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

Dated: August 8, 2002

/s/Richard S. Cohan

Richard S. Cohan

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