

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

FORM 12b-25

COMMISSION FILE NUMBER

NOTIFICATION OF LATE FILING

(Check One):  Form 10-KSB  Form 20-F  Form 11-K  
 Form 10-QSB  Form N-SAR

For Period Ended: September 30, 1998

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended: \_\_\_\_\_

Read Instruction (on back page) Before Preparing Form.  
Please Print or Type.

Nothing in this form shall be construed to imply that the  
Commission has verified any information contained herein.

If the notification relates to a portion  
of the filing checked above, identify the  
Item(s) to which the notification relates: \_\_\_\_\_

PART I  
REGISTRANT INFORMATION

Full Name of Registrant: DynamicWeb Enterprises, Inc.

Former Name if Applicable: \_\_\_\_\_

Address of Principal Executive Office (Street and Number):

271 Route 46 West  
Building F, Suite 209

City, State and Zip Code: Fairfield, New Jersey 07004

PAGE 1

PART II

RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable  
effort or expense and the registrant seeks relief pursuant to  
Rule 12b-25(b), the following should be completed. (Check box if  
appropriate)

- (a) The reasons described in reasonable detail in Part III  
of this form could not be eliminated without  
unreasonable effort or expense.
- (b) The subject annual report, semi-annual report,  
transition report on Form 10-KSB, Form 20-F, 11-K or  
Form N-SAR, or portions thereof, will be filed on or  
before the fifteenth calendar day following the  
prescribed due date; or the subject quarterly report or  
transition report on Form 10-Q, or portion thereof will  
be filed on or before the fifth calendar day following  
the prescribed due date; and
- (c) The accountant's statement or other exhibit required by  
Rule 12b-25(c) has been attached if applicable.

PART III

NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant prepared and filed on November 16, 1998 an S-2 Registration Statement in accordance with a registration rights agreement related to a private placement transaction. During that process, the Registrant's auditors notified the Registrant that the pooling of interest method of accounting used in a prior acquisition transaction was being reviewed. After further review by the auditors and the SEC, it was determined that the acquisition would have to be accounted for as a purchase acquisition. This determination required the restatement of past financial statements. The Registrant placed a priority on completing the amendments to their past filings and completion of the S-2 because the Registrant was subject to substantial monetary penalties for failing to file the S-2 within a predetermined time period as required by the registration rights agreement. Therefore, the Registrant was unable to devote the resources necessary to also complete its audited financial statements by the required filing date.

<PAGE 2>

PART IV

OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification.

Stephen F. Ritner, Esq.                  610                      964-1480  
(Name)                              (Area Code)              (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

X Yes \_\_\_No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes X No

DynamicWeb Enterprises, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 29, 1998

By\s\Steven L. Vanechanos, Jr.  
Steven L. Vanechanos, Jr.  
Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

<PAGE 3>