

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

FORM 12b-25

NOTIFICATION OF LATE FILING
Commission No. 0-10039

() Form 10-KSB () Form 20-F () Form 11-K (X) Form 10-QSB () Form N-SAR
For Period Ended: June 30, 2002

() 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:

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 Items to which the notification relates:

Part I -Registrant Information

Full Name of Registrant: eB2B Commerce, Inc.
Former Name if Applicable:
Address of Principal Executive Office: 665 Broadway
New York, New York 11003

Part II - Rules 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) [X]

- (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
portion thereof, will be filed on or before the fifteenth
calendar day following the prescribed due date; or the subject
quarterly report of transition report on Form 10-QSB, 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.
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PART III - NARRATIVE

State below in reasonable detail the reasons why the Form 10-KSB, 20-F, 11-K,
10-QSB, N-SAR, or the transition report or portion thereof, could not be
filed within the prescribed time period. (ATTACH EXTRA SHEETS IF NEEDED)

As reported in a recent Form 8-K, on August 6, 2002, the Company replaced its
current auditors. As a result, the new auditors' review of the Form 10-QSB for
the quarterly period ended June 30, 2002 will take an extended period of time as

such firm becomes knowledgeable about the Company and its finances. As a result, additional time is required to file such Form 10-QSB.

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PART IV. - OTHER INFORMATION

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

Richard S. Cohan
(212) 477-1700

- (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?

(X) Yes ()No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company's operating results for the second quarter of 2002 compared to the second quarter of 2001 are as follows: Revenues for the second quarter of 2002 were approximately \$1.0 million compared to \$1.7 million in the second quarter of 2001. Revenues for the six months ended June 30, 2002 were approximately \$2.6 million compared to \$3.5 million for the six months ended June 30, 2001. The Company's net loss for the three month and six month periods ended June 30, 2002 was approximately \$1.6 million and \$3.2 million, respectively, compared to \$10.1 million and \$18.2 million for the similar periods in the prior year.

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eB2B COMMERCE, 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: August 13, 2002

By: /s/Richard S. Cohan

Richard S. Cohan,
Chief Executive Officer and President

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)
