

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Commonwealth Associates, L.P.

(Last) (First) (Middle)

830 Third Avenue

(Street)

New York New York 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

eB2B Commerce, Inc. (NASD SmallCap: EBTB)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

August 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

* If the Form is filed by more than one Reporting Person, see Instruction
4(b)(v).

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

<TABLE>
<CAPTION>

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: (D) or Indirect (I) (Instr.4)	7. Nature of Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock	08/02/01	P	100,000	A	\$0.17530		D	
Common Stock	08/03/01	P	35,000	A	\$0.18		D	
Common Stock	08/09/01	P	10,000	A	\$0.18		D	
Common Stock	08/14/01	P	2,000	A	\$0.18		D	
Common Stock	08/15/01	P	43,500	A	\$0.18		D	
Common Stock	08/16/01	P	7,000	A	\$0.18		D	
Common Stock	08/17/01	P	2,500	A	\$0.18	595,111	D	
Common Stock						180,836	I	(1)

</TABLE>

(Over)
SEC 1474

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- (1) Owned directly by Michael S. Falk, the Chairman and principal stockholder of Commonwealth Associates Management Company, Inc., which is the general partner of Commonwealth Associates L.P.

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Benefi- cially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

See attached footnotes.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Commonwealth Associates, L.P.
By: Commonwealth Associates Management Company, Inc.

/s/ Joseph Wynne

August 23, 2001

** Signature of Reporting Person
Joseph Wynne
Chief Financial Officer

Date

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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JOINT FILER INFORMATION AND AUTHORIZATION

Name: Commonwealth Associates Management Company, Inc.
830 Third Avenue
New York, New York 10022

Designated Filer: Commonwealth Associates, LP

Issuer & Ticker Symbol: eB2B Commerce, Inc. (EBTB)

Statement Month/Year: August 2001

Signature: By: /s/ Joseph Wynne

Name: Michael S. Falk
830 Third Avenue
New York, New York 10022

Designated Filer: Commonwealth Associates, L.P.

Issuer & Ticker Symbol: eB2B Commerce, Inc. (EBTB)

Statement Month/Year: August 2001

Signature: /s/ Michael S. Falk

Michael S. Falk