## OMB APPROVAL

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(Middle)

UNITED STATES 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(h) 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).

Robert

(First)

(Print of Type Responses)

Priddy

(Last)

1. Name and Address of Reporting Person\*

|  | c/o RMC Capital, LLC<br>3291 Buffalo Drive, Sui | te 8                                   |                                   |          |         |   |                  |         |  |   |   |  |
|--|---|--|-----------------------------------|----------|---------|---|------------------|---------|--|---|---|--|
|  |   | (Stre                                  | <br>et)                           |          |         |   |                  |         |  |   |   |  |
|  | Las Vegas                                       | Neva                                   |                                   |          | 9129    |   |                  |         |  |   |   |  |
|  | (City)  | (State                                 |                                   | (Zi      |         |   |                  |         |  |   |   |  |
| 2.   | Issuer Name and Ticker                          | or Trading                             | Symbol                            |          |         |   | _                |         |  |   |   |  |
| eB2B Commerce, Inc.  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)   |   |  |                                   |          |         |   |                  |         |  |   |   |  |
| 4.   | Statement for Month/Da                          | ay/Year                                |                                   |          |         |   | _                |         |  |   |   |  |
|  | 04/29/03  | 3                                      |                                   |          |         |   |                  |         |  |   |   |  |
| 5.   | If Amendment, Date of                           | Original (M                            | onth/Day/Year                     | c)       |         |   | _                |         |  |   |   |  |
| 6.   | Relationship of Report (Check all applicable)   |  | s) to Issuer                      |          |         |   | -                |         |  |   |   |  |
|  | X  Director<br> _  Officer (give tit            | le below)                              |                                   | 10% Owne |         | y below)  |                  |         |  |   |   |  |
| 7. Individual or Joint/Group Filing (Check Applicable line)   X  Form Filed by One Reporting Person  _  Form Filed by More than One Reporting Person |   |  |                                   |          |         |   |                  |         |  |   |   |  |
| ===  | Table I Non-D                                   | Derivative Se<br>or Benefi             | ecurities Acc<br>cially Owned     |          |         |   | =                |         |  |   |   |  |
|  | ======================================          |  |                                   |          | =====   |   | =                |         |  |   |   |  |
| 1. Title of Security (Instr. 3)  |   | 2.                                     |                                   |          |         | 4.<br>Securities Acq<br>Disposed of (D<br>(Instr. 3, 4 am | )<br>nd 5)       |         |  | 5. Amount of Securities Beneficially Owned Following    | 6.<br>Owner-<br>ship<br>Form:<br>Direct | 7.<br>Nature of                                  |
|  |   | Trans-<br>action<br>Date<br>(mm/dd/yy) | Execution Date, if any (mm/dd/yy) |          |         | Amount  | (A)<br>or<br>(D) | )       |  | - Reported<br>Transaction(s)<br>(Instr. 3 &<br>Instr.4) | (I)                                     | Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
| <br><s></s>  | ·   | <c></c>                                | <c></c>                           | <c></c>  | <c></c> | <c></c>   | <c></c>          | <c></c> |  | <c></c>   | <c></c>                                 | <c></c>  |
|  |   |  |                                   |          |         |   |                  |         |  |   |   |  |
|  |   |  |                                   |          |         |   |                  |         |  |   |   |  |
|  |   |  |                                   |          |         |   |                  |         |  |   |   |  |
|  |   |  |                                   |          |         |   |                  |         |  |   |   |  |

| ========                                   |   |              |  |  |  |            |                                 |                                     |  |                          |   |   | ======   |
|--|---|--------------|--|--|--|------------|---------------------------------|-------------------------------------|--|--------------------------|---|---|--|
|  |   |              | e line fo                                      |  | ass of securit   | ties benef | ficially                        |                                     |  |                          |   |   |  |
| * If the 4(b)(v                            |   | filed by     | more tha                                       | n one rep                              | orting person,   | , see Inst | cruction                        |                                     |  |                          |   |   |  |
| FORM 4 (cont                               | inued)  |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
| Table II                                   |   |              |  |  | posed of, or I   |            |                                 |                                     |  |                          |   |   |  |
| <table><br/><caption></caption></table>    |   |              |  |  |  |            |                                 | =                                   |  |                          | 9.  |   |  |
| 1. Title of Derivative Security (Instr. 3) | 2.<br>Conversion<br>or<br>Exercise<br>Price<br>of<br>Derivative<br>Security | 3.<br>Trans- | 3A. Deemed Execut- ion Date if any (mm/dd/ yy) | 4. Trans-action Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) |            | ion Date Day/Year) Expira- tion | of Underl<br>Securitie<br>(Instr. 3 | itle and Amount f Underlying ecurities Instr. 3 and 4) Amount or Number of | Secur-<br>ity<br>(Instr. | Number of deriv-ative Securities Bene-ficially Owned Following Reported | ity:<br>Direct<br>(D) or<br>In-<br>direct | 11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4) |
| <s></s>                                    | <c></c>   |              |  | <c> <c></c></c>                        |  |            |                                 |                                     |  |                          |   |   |  |
| Convertible<br>Note                        | \$0.101   | 4/29/03      |  | J(1)                                   | 618,812  | (2)        | 4/28/08                         | Common<br>Stock                     | 618,812  | \$62,500                 | 2,475,258   | D   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |
|  |   |              |  |  |  |            |                                 |                                     |  |                          |   |   |  |

Explanation
(1) of Respo Represen private Reportin | nses: ts amount placement g Person | released financin | l from esc g which i option at | row in connect nitially close any time to co mon stock of t | tion with ed in July onvert the | Issuer's y 2002. |  | === | === |  |  |  || /s/ Rob | ert Prid | dy |  |  |  | April 29, |  |  |  |  |  |  |  |
| \*\*Sign | nature of | Reportin |  |  |  | Date |  |  |  |  |  |  |  |
|  | ntional m .nal Viol |  | ents or om | nissions o | f facts const | itute Fede | eral |  |  |  |  |  |  |
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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