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JACKSON RIVERS CO
Form S-8
August 16, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

COMMISSION FILE NO. 333-114684

THE JACKSON RIVERS COMPANY
(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Florida | 6141 | 651102865 |
| (State or jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

27 Radio Circle, Mount Kisco, New York , 10549; (619) 615-4242
(Address and telephone number of Registrant's principal executive offices and
principal place of business)

EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004 NO. 3
NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK PLAN FOR THE YEAR 2004 NO.
3
(Full title of the Plans)

Dennis N. Lauzon, 27 Radio Circle, Mount Kisco, New York , 10549
(Name and address of agent for service)

(619) 615-4242
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed offering price per share (1) | Proposed maximum aggregate offering price | Amount of registration fee |
|---|----------------------------|--|---|-------------------------------|
| Options to Purchase Common Stock, Common Shares Underlying Options | 150,000,000 | \$ 0.001 (2) | \$ 150,000 | \$ 19.0 |
| Common Stock | 49,000,000 | \$ 0.001 (3) | \$ 49,000 | \$ 6.2 |
| Total | 199,000,000 | | \$ 199,000 | \$ 25.2 |