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JACKSON RIVERS CO  
 Form S-8  
 January 23, 2004

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

FORM S-8

REGISTRATION STATEMENT  
 UNDER THE  
 SECURITIES ACT OF 1933

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

Florida 6141 65-1102865  
 (State or jurisdiction of (Primary Standard Industrial (I.R.S. Employer  
 incorporation or organization) Classification Code Number) Identification No.)

17-19 Marble Avenue, Pleasantville, New York 10570; (914) 232-3180  
 (Address and telephone number of Registrant's principal executive offices and  
 principal place of business)

EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004  
 NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK PLAN FOR THE YEAR 2004  
 (Full title of the Plan)

Michael W. Vivoli, 2550 Fifth Ave., Suite 1100, San Diego, CA 92103  
 (Name and address of agent for service)

(619)-744-9992  
 (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	30,000,000	\$ 0.018 (2)	\$ 540,000	\$ 49.6
Common Stock	10,000,000	\$ 0.018 (3)	\$ 180,000	\$ 16.5
Total	40,000,000		\$ 720,000	\$ 66.2