

EastBridge Investment Group Corp
Form S-8
August 22, 2008

As filed with the Securities and Exchange Commission on August 22, 2008

Registration No. 0-52282

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EASTBRIDGE INVESTMENT GROUP CORPORATION

(Exact name of registrant as specified in its charter)

Arizona
(State or jurisdiction of
incorporation or organization)

35701
(Primary Standard Industrial
Classification Code Number)

86-1032927
(I.R.S. Employer Identification
No.)

8040 E. Morgan Trail, Unit 18, Scottsdale, Arizona
(Address of principal executive offices)

85258
(Zip Code)

Registrant's telephone number, including area code **(480) 966-2020**

2008 EMPLOYEES AND CONSULTANTS STOCK OPTION PLAN

(Full title of the plan)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Joseph I. Emas, Attorney at Law

1224 Washington Avenue

Miami Beach, Florida 33139

Telephone: 305.531.1174

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value	11,000,000 ⁽¹⁾	\$0.02 ⁽²⁾	\$220,000 ⁽²⁾	\$9.00 ⁽²⁾

(1) Represents shares reserved for issuance upon exercise of options granted under the Registrant's Employees and Consultants Stock Option Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457 (c) and 457(h) under the Securities Act of 1933 and based upon an average of the high and low prices reported on the over-the-counter bulletin board on August 18, 2008.

EASTBRIDGE INVESTMENT GROUP CORPORATION

REOFFER PROSPECTUS

11,000,000 SHARES OF COMMON STOCK

ACQUIRED BY THE SELLING STOCKHOLDERS UNDER THE

**EASTBRIDGE INVESTMENT GROUP CORPORATION 2008 EMPLOYEES AND CONSULTANTS
STOCK OPTION PLAN**

This Reoffer Prospectus (the "Prospectus") relates to an aggregate of up to 11,000,000 shares (the "Shares") of Common Stock, without par value per share (the "Common Stock"), of EastBridge Investment Group Corporation, an Arizona corporation (the "Company"), which may be offered and sold from time to time by certain stockholders of the Company (the "Selling Stockholders") who have previously acquired such Shares pursuant to the EastBridge Investment Group Corporation 2008 Employees and Consultants Stock Option Plan (the "Plan"). See "Selling Stockholders" below. This Prospectus does not relate to any shares of Common Stock issued under the Plan after the date of this Prospectus.

The Company will not receive any of the proceeds from sales of the Shares by any of the Selling Stockholders. The Shares may be offered from time to time by any or all of the Selling Stockholders (and their donees and pledgees) only in one or more transactions on or through the Over The Counter Bulletin Board (or any successor stock exchange), at such prices as the Selling Stockholder may determine, which may relate to market prices prevailing at the time of sale. See "Plan of Distribution". All costs, expenses and fees in connection with the registration of the Shares will be borne by the Company. Brokerage commissions and similar selling expenses, if any, attributable to the offer or sale of the Shares will be borne by the Selling Stockholder (or their donees and pledgees).

Each Selling Stockholder and any broker executing selling orders on behalf of a Selling Stockholder may be deemed to be an "underwriter" as defined in the Securities Act of 1933, as amended (the "Securities Act"). Any commissions paid to broker-dealers and, if broker-dealers purchase any of the Shares as principals, any profits received by such broker-dealers on the resale of the Shares, may be deemed to be underwriting discounts or commissions under the Securities Act. In addition, any profits realized by the Selling Stockholders may be deemed to be underwriting commissions.

Investing in our Common Stock involves risks. Please carefully consider the "Risk Factors" in our Annual Report on Form 10-SBK for the year ended March 14, 2008 and herein beginning on page 4.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The complete mailing address and telephone number of our principal executive offices is: EastBridge Investment Group Corporation, 8040 E. Morgan Trail, Unit 18, Scottsdale, Arizona 85258; Attention: Investor Relations; (480) 966-2020.

The date of this prospectus is August 22, 2008.

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No person is authorized to give any information or represent anything not contained or incorporated by reference in this Prospectus or any prospectus supplement. This Prospectus and any prospectus supplement do

not constitute an offer to sell or a solicitation of any offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. The information contained in this Prospectus or any prospectus supplement, as well as information incorporated by reference, is current only as of the date of that information. The Company's business, financial condition and results of operations may have changed since that date.

ABOUT THIS PROSPECTUS

This Prospectus relates to 11,000,000 Shares of the Company's Common Stock previously acquired by the Selling Stockholders under the Plan. This Prospectus does not relate to any shares of Common Stock issued under the Plan after the date of this Prospectus. The Selling Stockholders described in this Prospectus may sell the Shares until the Company terminates this offering. Most of the information about the Company that you need to know before you invest in the Shares is not included in this Prospectus, but rather is incorporated by reference into this Prospectus. You should obtain and read the information described below under the headings "Incorporation of Certain Documents by Reference" and "Where You Can Find More Information" in order to have all the important information about the Company.

THE COMPANY

EastBridge Investment Group Corporation (formally ATC Technology Corporation) ("EastBridge", we, us, our or the Company) was incorporated in the state of Arizona on June 25, 2001. The Company's principle activity up through June 30, 2005 was to manufacture mobile entertainment products that provide a means to play video game consoles made by Sony, Microsoft and Nintendo, in the car, RV, SUV, van or boat with attachable viewing monitors.

On August 23, 2002, we entered into an agreement with Providential Holding, Inc. ("Providential") to sell all the issued and outstanding shares of EastBridge. For consideration, Providential agreed to deliver (i) \$250,000 in non-interest bearing promissory notes, payable 270 days after closing, (ii) \$250,000 in non-interest bearing promissory notes, payable 180 days after closing, (iii) 3,000,000 shares of restricted stock of EastBridge with an option of additional shares to be issued after 270 days if the stock price does not reach \$0.30 and (iv) 1,000,000 shares of restricted stock of Providential with an option of additional shares to be issued after one year if the stock price does not reach \$0.30. The transaction between the original stockholders and Providential was consummated as of October 17, 2003. On June 30, 2005 the Company and Providential, agreed to a financial and ownership restructuring and executed a formal agreement to return the majority ownership of EastBridge to its original stockholders in exchange for a forgiveness of notes and obligations owed to the Company and its original stockholders. The total amount of the debt forgiven was \$1,932,617 and is recorded as paid-in capital by the majority original stockholders in the 2005 financial statement. As a result of the re-structuring, Providential has become a minority stock holder and the original stockholders of the Company have become the majority stockholders as a group.

In 2005, EastBridge decided to exit the mobile video game market and dedicate our activities to providing investment related services in Asia, with a strong focus on the high GDP growth countries, such as China and India. EastBridge will initially concentrate on the growing investment opportunities in China (Hong Kong, mainland China, Macao and Taiwan). Its products will be financial services that assist small to medium-size companies obtain capital to grow their business. EastBridge's financial services are expected to be in the form of joint ventures, wholly foreign owned enterprises, guaranteed return ventures, investment banking, financial advisory services or any other financial services allowed by the local government and in compliance with the United States Securities Exchange Commission regulations. In addition, EastBridge will also provide marketing, sales and strategic planning services for its clients to assist them to enter the United States market.

EastBridge is one of the very few United States companies solely concentrated in marketing financial services to the small to mid-size, but large number, of Asian companies that require financial services to assist them in expanding in their local markets. In the business sectors that EastBridge sees a unique opportunity, EastBridge will form its own foreign subsidiaries with local partners to capture the opportunity.

Financial Services

The Company's products are financial services that help small-to-medium-sized companies obtain capital to grow their business. The Company's financial services will be in the form of small public offerings, Joint Ventures, Wholly Foreign Owned Enterprises, assistance with Guaranteed Return Ventures, investment banking, financial advisory services or any other financial services allowed by the local government and in compliance with the Securities and Exchange Commission regulations. Under a Guaranteed Return Venture agreement, EastBridge will invest its intellectual capital in an enterprise through knowledge, or good will. In return, the enterprise will provide a written guarantee that EastBridge will receive a certain percentage of its profits. Further, the enterprise will

guarantee that it will pay a specified minimum profit to EastBridge. If the enterprise fails to do so, EastBridge will be entitled to its total profit in any agreed period of interest.

The Company will also provide marketing, sales, and strategic planning services for its clients to assist them in entering the United States market.

EastBridge maintains a company website at: www.EbigCorp.com, the contents of which are not a part of this filing. EastBridge's business plan is to provide financial services, including public offering guidance, joint venture, and merchant banking advice to small-to-medium-sized businesses in Asia. Through the public offering guidance service, the Company will consult with its clients in investor relations, public relations, and will provide details on marketing, sales, and strategic planning services. Specifically, the Company will provide its clients with valuable information about the U.S. stock market, and its general entry requirements. Further, the Company will advise its clients on the pertinent information about U.S. investors before becoming reporting companies.

EastBridge's target clients are mostly in the Chinese territories and other Asian countries. EastBridge searches for opportunities to enhance hidden values to our clients. Though we focus on opportunities that can create value for both our shareholders and clients, we cannot provide any assurance that such opportunities will create value for our shareholders, or otherwise increase the value of their investment in the Company.

Products and Marketing

EastBridge's main business plan is to assist in listing service and advice, and access to joint ventures to businesses in Asia. Our potential income sources are derived from the following

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Earning fees and stock equities in the companies we represent;

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Cash income by operating joint ventures with local partners

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Fees earned in providing merchant banking services to small Asian companies to access US funds.

We will serve as consultants and advisors to these companies to obtain loans, find business partners, and find merger candidates or listing feasibility studies.

RISK FACTORS

The information included and incorporated by reference in this Prospectus contains forward-looking statements, within the meaning of the federal securities laws. These statements describe the Company's plans and beliefs concerning future business conditions and the outlook for the Company based on currently available information. The Company's actual results could differ materially from those described in the forward-looking statements due to a number of risks and uncertainties. These risks and uncertainties include the risks discussed in Item 1A. Risk Factors and elsewhere in our Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007 and in our more recent filings with the SEC which are incorporated by reference in this Prospectus. See Incorporation of Certain Documents by Reference below.

USE OF PROCEEDS

The Company will not receive any proceeds from the sale of the Shares by the Selling Stockholders.

SELLING STOCKHOLDERS

This Prospectus relates to Shares that are being registered for reoffers and resales by the Selling Stockholders, all of whom will be either employees, directors, or consultants of the Company who will acquire Shares pursuant to the Plan and in accordance with the rules and regulations promulgated by the Securities and Exchange Commission, following the date of this Prospectus. To date, no Shares have been issued pursuant to the Plan.

PLAN OF DISTRIBUTION

The Selling Stockholders will be offering and selling all shares offered and sold under this prospectus. Alternatively, the Selling Stockholders may, from time to time, offer the shares through brokers, dealers or agents that may receive customary brokerage compensation in the form of discounts, commissions or concessions from the Selling Stockholders and/or the purchasers of the shares for whom they may act as agent. In effecting sales, broker-dealers that are engaged by the Selling Stockholders may arrange for other broker-dealers to participate. The Selling Stockholders and any brokers, dealers or agents who participate in the distribution of the shares may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act. Any profits on the sale of the shares by them and any discounts, commissions or concessions received by any broker, dealer or agent might be deemed to be underwriting discounts and commissions under the Securities Act. To the extent the Selling Stockholders may be deemed to be underwriters, the Selling Stockholders may be subject to certain statutory liabilities, including, but not limited to, Sections 11, 12 and 17 of the Securities Act.

The Selling Stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. Sales may be made on the Over The Counter Bulletin Board or other over-the-counter markets. The shares may be sold at then prevailing market prices, at prices related to prevailing market prices or at negotiated prices. Selling Stockholders may also resell all or a portion of the shares in open market transactions in reliance upon Rule 144 under the Securities Act, provided they meet the criteria and conform to the requirements of this rule. The Selling Stockholders may decide not to sell any of the shares offered under this prospectus, and Selling Stockholders may transfer, devise or gift these shares by other means.

Because Selling Stockholders may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act. If a particular offer of the shares is to be made other than as described herein, a revised prospectus, or prospectus supplement, will, to the extent required, be distributed which will set forth the terms of such offer.

We have agreed to pay the expenses of registering the shares under the Securities Act, including registration and filing fees, printing and duplication expenses, administrative expenses and legal and accounting fees. Each Selling Stockholder will pay its own brokerage, underwriting fees and commissions, and legal fees, if any.

We may suspend the use of this prospectus if we learn of any event that causes this prospectus to include an untrue statement of a material effect or fail to state a material fact required to be stated in the prospectus or necessary to make the statements in the prospectus not misleading in the light of the circumstances then existing. If this type of event occurs, a prospectus supplement or post-effective amendment, if required, will be distributed to each Selling Stockholder.

LEGAL MATTERS

Joseph I. Emas has passed upon the validity of the shares being offered by this prospectus.

EXPERTS

The consolidated financial statements and the related consolidated financial statement schedule, incorporated in this registration statement and prospectus by reference from the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007, and the effectiveness of the Company's internal control over financial reporting have been audited by Jewett Schwartz Wolfe & Associates.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents are incorporated in this Prospectus by reference:

(a)

the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007;

(b)

the Company's Quarterly Report on Form 10-Q for the periods ending March 31, 2008 and June 30, 2008;

(c)

the Company's current reports on Form 8-K filed July 30, 2007, August 3, 2007, September 25, 2007, October 1, 2007, and October 9, 2007;

(e)

all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since March 31, 2008; and

(f)

the description of the Company's common stock, without par value, contained in the Company's registration statement on Form 10-SB as filed on October 31, 2006.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "1934 Act") and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing such documents. Any statement contained in this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document which is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any other subsequently filed document that is or is deemed to be incorporated by reference herein, modifies or supersedes such statement.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

This prospectus is part of a registration statement on Form S-8 that we have filed with the Securities and Exchange Commission (the "SEC"). You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. This prospectus does not contain all of the information set forth in the registration statement. For further information about us and the notes, you should refer to the registration statement and the documents incorporated by reference therein. This prospectus and the documents incorporated by reference summarize material provisions of contracts and other documents attached as exhibits to the registration statement. Since these summaries may not contain all of the information that you may find important, you should review the full text of these exhibits.

The Company will provide to any person, including any beneficial owner, to whom a Prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in the Prospectus but not delivered with the Prospectus upon written or oral request at no cost to the requester. Written requests should be sent to:

EastBridge Investment Group Corporation

8040 E. Morgan Trail

Unit 18

Scottsdale, Arizona 85258

Attention: Investor Relations

Oral requests should be made by telephoning (480) 966-2020.

The registration statement, as well as such reports, exhibits and other information filed by us with the SEC can also be inspected and copied, at prescribed rates, at the public reference facilities maintained by the Public Reference Section of the SEC at 100 F. Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for additional information about its public reference room. Our SEC filings are also available without charge on the SEC's Internet site at <http://www.sec.gov>.

REGISTRATION STATEMENT ON FORM S-8

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

The documents containing the information specified in this Item 1 will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). In accordance with the rules and regulations of the Securities and Exchange Commission (the Commission) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

The documents containing the information specified in this Item 2 will be sent or given to employees, officers, directors or others as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

EastBridge Investment Group Corporation (the Registrant) hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

(a)

the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007;

(b)

the Company's Quarterly Report on Form 10-Q for the periods ending March 31, 2008 and June 30, 2008;

(c)

the Company's current reports on Form 8-K filed July 30, 2007, August 3, 2007, September 25, 2007, October 1, 2007, and October 9, 2007;

(e)

all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since March 31, 2008; and

(f)

the description of the Company's common stock, without par value, contained in the Company's registration statement on Form 10-SB as filed on October 31, 2006.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the shares of common stock offered hereby will be passed upon by Joseph I. Emas, Miami Beach, Florida, counsel to the Registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Corporation Laws of the State of Arizona and the Company's Bylaws provide for indemnification of the Company's Directors for expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of having been Director(s) or Officer(s) of the corporation, or of such other corporation, except, in relation to matter as to which any such Director or Officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Furthermore, the personal liability of the Directors is limited as provided in the Company's Articles of Incorporation.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable

We are seeking to obtain a new directors and officers liability insurance policy and expect the insurance to include coverage for securities matters.

See also Registrant's undertakings in Section 9 of this Registration Statement.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description
2.1	Plan of reorganization and exchange agreement ¹
3.1	Articles of incorporation of EastBridge Investment Group Corporation ¹
3.1.2	Articles of incorporation of EastBridge Investment Group Corporation, as amended ¹
3.2	Corporate bylaws for EastBridge Investment Group Corporation ¹
4.1	Form of 2008 Employees and Consultants Stock Option Plan
5.1	Opinion of Joseph I. Emas as to legality of original issuance securities being registered.
23.1	Consent of Jewett Schwartz Wolfe & Associates, Independent Registered Public Accounting Firm.
23.2	Consent of Joseph I. Emas (included in Exhibit 5.1).
23.3	Power of Attorney (included as part of the signature page to this Registration Statement).

14.1	Code of ethics for EastBridge Investment Group Corporation ¹
99.1	Articles of Amendment for Name Change for EastBridge Investment Group Corporation ¹

1. Incorporated by reference to Exhibit to the Registration Statement on Form 10-SB filed with the Securities and Exchange Commission on October 30, 2006 (Filed No. 000-52282)

2. Incorporated by reference to Exhibit to the Registration Statement on Form 10-SB/A filed with the Securities and Exchange Commission on February 27, 2007 (Filed No. 000-52282)

ITEM 9. UNDERTAKINGS.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a

court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the State of Arizona, this 22nd day of August, 2008.

EastBridge Investment Group Corporation

By: /s/ Keith Wong
 Keith Wong
 Chairman, President Chief Executive Officer
 (Principle Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Keith Wong, his true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Keith Wong Keith Wong	Chairman, President Chief Executive Officer (Principle Executive Officer)	August 22, 2008
/s/ Norman Klein Norman Klein	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 22, 2008
/s/ Leo Dembinski	Director	August 22, 2008

Leo Dembinski

EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT
5.1	Opinion of Joseph I Employees and Consultants Stock Option Plan. Emas, Esq.
10.1	2008
23.1	Consent of Jewett Schwartz Wolfe & Associates, Independent Registered Public Accounting Firm.
23.2	Consent of Joseph I. Emas, Esq. (included in Exhibit 5.1)
24.1	Power of Attorney (set forth on the signature page)