

COGENT COMMUNICATIONS GROUP INC
 Form 4
 February 16, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GLASSMEYER EDWARD F

2. Issuer Name and Ticker or Trading Symbol
 COGENT COMMUNICATIONS GROUP INC [COI]

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

(Last) (First) (Middle)
 C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2005

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

(Street)
 WESTPORT, CT 06880

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/15/2005 | | C | 89,666,388 | A (1) 91,627,271 | I | See Note (2) |
| Common Stock | 02/15/2005 | | C | 968,582 | A (1) 989,482 | I | See Note (3) |
| Common Stock | 02/15/2005 | | C | 2,136,151 | A (1) 2,183,217 | I | See Note (4) |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series G-1 Preferred Stock | (5) | 02/15/2005 | | C | 9,665 | (6) (7) | Common Stock 56,707,616 |
| Series G-1 Preferred Stock | (5) | 02/15/2005 | | C | 103 | (6) (7) | Common Stock 604,334 |
| Series G-1 Preferred Stock | (5) | 02/15/2005 | | C | 232 | (6) (7) | Common Stock 1,361,217 |
| Series I Preferred Stock | (8) | 02/15/2004 | | C | 290 | (6) (7) | Common Stock 1,797,892 |
| Series I Preferred Stock | (8) | 02/15/2005 | | C | 3 | (6) (7) | Common Stock 18,599 |
| Series I Preferred Stock | (8) | 02/15/2005 | | C | 7 | (6) (7) | Common Stock 43,397 |
| Series J Preferred Stock | (9) | 02/15/2005 | | C | 522 | (6) (7) | Common Stock 16,181,029 |
| Series J Preferred Stock | (9) | 02/15/2005 | | C | 6 | (6) (7) | Common Stock 185,989 |
| Series J Preferred | (9) | 02/15/2005 | | C | 12 | (6) (7) | Common Stock 371,978 |

Stock

| | | | | | | | | |
|--------------------------|------|------------|---|-----|-----|-----|--------------|------------|
| Series M Preferred Stock | (10) | 02/15/2005 | C | 483 | (6) | (7) | Common Stock | 14,979,851 |
| Series M Preferred Stock | (10) | 02/15/2005 | C | 5 | (6) | (7) | Common Stock | 159,660 |
| Series M Preferred Stock | (10) | 02/15/2005 | C | 12 | (6) | (7) | Common Stock | 359,559 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLASSMEYER EDWARD F C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880 | X | X | | |
| OAK INVESTMENT PARTNERS IX L P ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |
| OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |
| OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT, CT 06880 | | X | | |

Signatures

| | |
|---|------------|
| Edward F. Glassmeyer | 02/16/2005 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, a Managing Member of Oak Associates IX, L.L.C, the General Partner of Oak Investment Partners IX, Limited Partnership | 02/16/2005 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Afilliates Fund, Limited Partnership | 02/16/2005 |
| __Signature of Reporting Person | Date |
| Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Afilliates Fund-A, Limited Partnership | 02/16/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Represents the number of shares of Common Stock issued to such Reporting Person upon conversion of the Series G-1 Preferred Stock, Series I Preferred Stock, Series J Preferred Stock and Series M Preferred Stock held by such Reporting Person as reported in Table II. The conversion price for the Series G-1 Preferred Stock, Series I Preferred Stock, Series J Preferred Stock and Series M Preferred Stock was approximately \$0.1704, \$0.1613, \$0.1613 and \$0.1613, respectively.
- (1) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.").
- (2) Represents Shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.").
- (3) Represents Shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A, L.P.").
- (4) Each share of Series G-1 Participating Convertible Preferred Stock, par value \$.001 per share, was converted into approximately 5,867.3 shares of Common Stock.
- (5) The preferred securities are immediately convertible.
- (6) The conversion feature continues indefinitely.
- (7) Each share of Series I Participating Convertible Preferred Stock, par value \$.001 per share, was converted into 6,199.628 shares of Common Stock.
- (8) Each share of Series J Participating Convertible Preferred Stock, par value \$.001 per share, was converted into 30,998.15 shares of Common Stock.
- (9) Each share of Series M Participating Convertible Preferred Stock, par value \$.001 per share, was converted into 30,998.15 shares of Common Stock.
- (10)

Remarks:

Remarks:

Edward F. Glassmeyer is a Director of Cogent Communications Group, Inc. Mr. Glassmeyer is a Managing Member of Oak A

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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

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