

COGENT COMMUNICATIONS GROUP INC  
Form 8-A12G  
March 06, 2006

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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## COGENT COMMUNICATIONS GROUP, INC.

(Exact name of Registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**52-2337274**

(I.R.S. Employer  
Identification No.)

**1015 31st Street NW  
Washington, DC 20007**

(Address of Principal  
Executive Offices)

**20007**

(Zip Code)

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(b) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(c), please check the following  
box.

If this form relates to the  
registration of a class of securities  
pursuant to section 12(g) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(d), please check the following  
box.

Securities Act registration statement file number to which this form relates:

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

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Securities to be registered pursuant to Section 12(g) of the Act:

**Title of Each Class  
To be so Registered**

Common Stock, par value \$0.001

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A complete description of the Common Stock, par value \$0.001 per share, of Cogent Communications Group, Inc. (the Registrant), which is to be registered hereunder is contained under the caption "Description of Capital Stock" in the Prospectus which constitutes part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-122821) relating to the public offering of shares of Common Stock of the Registrant filed by the Registrant with the Securities and Exchange Commission on February 14, 2005, as amended from time to time. Such description is hereby incorporated by reference.

ITEM 2. EXHIBITS

The following exhibits are filed as part of this registration statement:

3.1 Fifth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of our Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 31, 2005).

3.2 Amended and Restated Bylaws of Cogent Communications Group, Inc. (incorporated by reference to Exhibit 3.2 of our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005, filed on May 6, 2005).

10.1 Seventh Amended and Restated Registration Rights Agreement of Cogent Communications Group, Inc., dated August 12, 2004 (incorporated by reference to Exhibit 10.2 of our Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 31, 2005).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

COGENT COMMUNICATIONS GROUP, INC.

Date: March 6, 2006

By: /s/ Robert N. Beury  
Name: Robert N. Beury  
Title: Chief Legal Officer