

COGENT COMMUNICATIONS GROUP INC
Form SC 13D/A
April 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1)*

Cogent Communications Group, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

19239V104

(CUSIP Number)

Michael Carus
Jerusalem Venture Partners
41 Madison Ave.
25th Floor
New York, NY 10010
(212) 479-5100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:
Sean Caplice, Esq.
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian LLP
155 Constitution Dr.
Menlo Park, CA 94025
(650) 321-2400

March 30, 2004

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities and for any subsequent amendment containing information which would alter disclosures provided in the cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 27 Pages)

CUSIP No. 19239V104 SCHEDULE 13D Page 2 of 27 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Jerusalem Venture Partners IV, L.P. ("JVP IV")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	SOLE VOTING POWER	49,415,809, except that Jerusalem Partners IV, L.P. ("JP IV"), the general partner of JVP IV, may be deemed to have sole power to vote these shares; JVP Corp. IV ("JVPCIV"), the general partner of JP IV, may be deemed to have the sole power to vote these shares; and Erel Margalit ("Margalit"), as an officer of JVPCIV, may be deemed to have sole power to vote these shares.
8	SHARED VOTING POWER	See response to Row 7.
9	SOLE DISPOSITIVE POWER	49,415,809, except that JP IV, the general partner of JVP IV, may be deemed to have sole power to dispose of

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

these shares; JVPCIV, the general partner of JP IV, may be deemed to have the sole power to dispose of these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

49,415,809

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.6%*

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 3 of 27 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners IV-A, L.P. ("JVP IV-A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

418,492 shares, except that JP IV, the general partner of JVP IV-A, may be deemed to have sole power to vote

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

these shares; JVPCIV, the general partner of JP IV, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
 See response to Row 7.

 9 SOLE DISPOSITIVE POWER
 418,492 shares, except that JP IV, the general partner of JVP IV-A, may be deemed to have sole power to dispose of these shares; JVPCIV, the general partner of JP IV, may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to dispose of these shares.

 10 SHARED DISPOSITIVE POWER
 See response to Row 9.

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 418,492

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.1%*

14 TYPE OF REPORTING PERSON*
 PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104 SCHEDULE 13D Page 4 of 27 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Jerusalem Venture Partners IV (Israel), L.P. ("JVP IV (Israel)")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_|
 (b) |X|

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 WC

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

1,191,472 shares, except that Jerusalem Partners IV - Venture Capital L.P. ("JP IV VC"), the general partner of JVP IV (Israel), may be deemed to have sole power to vote these shares; JVPCIV, the general partner of JP IV VC, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

See response to Row 7.

9 SOLE DISPOSITIVE POWER

1,191,472 shares, except that JP IV VC, the general partner of JVP IV (Israel), may be deemed to have sole power to dispose of these shares; JVPCIV, the general partner of JP IV VC, may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,191,472

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%*

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 5 of 27 Pages

1 NAMES OF REPORTING PERSONS

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners Entrepreneurs Fund IV, L.P. ("JVP E-Fund IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

444,644 shares, except that JP IV, the general partner of JVP E-Fund IV, may be deemed to have sole power to vote these shares; JVPCIV, the general partner of JVP IV, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

See response to Row 7.

9 SOLE DISPOSITIVE POWER

444,644 shares, except that JP IV, the general partner of JVP E-Fund IV, may be deemed to have sole power to vote these shares; JVPCIV, the general partner of JVP IV, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

444,644

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%*

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 6 of 27 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners III, L.P. ("JVP III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER

42,684,797, except that Jerusalem Partners III, L.P. ("JP III"), the general partner of JVP III, may be deemed to have sole power to vote these shares; Jerusalem Venture Partners Corporation ("JVPC"), the general partner of JP III, may be deemed to have the sole power to vote these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

See response to Row 7.

9 SOLE DISPOSITIVE POWER

42,684,797, except that JP III, the general partner of JVP III, may be deemed to have sole power to dispose of these shares; JVPC, the general partner of JP III, may be deemed to have the sole power to dispose of these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,684,797

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.3%*

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 7 of 27 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners Entrepreneur Fund III, L.P. ("JVP E-Fund III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

3,280,012, except that JP III, the general partner of JVP E-Fund III, may be deemed to have sole power to vote these shares; JVPC, the general partner of JP III, may be deemed to have the sole power to vote these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to vote these shares.

NUMBER OF

8

SHARED VOTING POWER

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

SHARES
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

See response to Row 7.

9 SOLE DISPOSITIVE POWER

3,280,012, except that JP III, the general partner of JVP E-Fund III, may be deemed to have sole power to dispose of these shares; JVPC, the general partner of JP III, may be deemed to have the sole power to dispose of these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,280,012

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.6%*

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 8 of 27 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners III (Israel), L.P. ("JVP III (Israel)")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

Israel

	7	SOLE VOTING POWER	1,197,389, except that JVP III (Israel) Mgmt, the general partner of JVP III (Israel), may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVP III (Israel) Mgmt, may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	See response to Row 7.
	9	SOLE DISPOSITIVE POWER	1,197,389, except that JVP III (Israel) Mgmt, the general partner of JVP III (Israel), may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVP III (Israel) Mgmt, may be deemed to have sole power to dispose of these shares.
	10	SHARED DISPOSITIVE POWER	See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,197,389

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%*

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 9 of 27 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Partners IV, L.P. ("JP IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) |X|

3 SEC USE ONLY

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

50,278,945 shares, of which 49,415,809 are directly owned by JVP IV, 444,644 are directly owned by JVP E-Fund IV and 418,492 are directly owned by JVP IV-A. JP IV, the general partner of JVP IV, JVP E-Fund IV and JVP IV-A, may be deemed to have sole power to vote these shares; JVPCIV, the general partner of JP IV, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

See response to Row 7.

9 SOLE DISPOSITIVE POWER

50,278,945 shares, of which 49,415,809 are directly owned by JVP IV, 444,644 are directly owned by JVP E-Fund IV and 418,492 are directly owned by JVP IV-A. JP IV, the general partner of JVP IV, JVP E-Fund IV and JVP IV-A, may be deemed to have sole power to dispose of these shares; JVPCIV, the general partner of JP IV, may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,278,945

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%*

14 TYPE OF REPORTING PERSON*

PN

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 10 of 27 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Jerusalem Partners IV - Venture Capital, L.P. ("JP IV VC")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

7 SOLE VOTING POWER

1,191,472 shares which are directly owned by JVP IV (Israel). JP IV VC, the general partner of JVP IV (Israel) may be deemed to have sole power to vote these shares; JVPCIV, the general partner of JP IV VC, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

See response to Row 7.

9 SOLE DISPOSITIVE POWER

1,191,472 shares which are directly owned by JVP IV (Israel). JP IV VC, the general partner of JVP IV (Israel) may be deemed to have sole power to dispose of these shares; JVPCIV, the general partner of JP IV VC, may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

1,191,472

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%*

14 TYPE OF REPORTING PERSON*
PN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104 SCHEDULE 13D Page 11 of 27 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Jerusalem Partners III, L.P. ("JP III")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

45,964,809 shares, of which 42,684,797 are directly owned by JVP III and 3,280,012 are directly owned by JVP E-Fund III. JP III, the general partner of JVP III and JVP E-Fund III, may be deemed to have sole power to vote these shares; JVPC, the general partner of JP III, may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER
See response to Row 7.

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

OWNED BY
EACH 9 SOLE DISPOSITIVE POWER
REPORTING
PERSON 45,964,809 shares, of which 42,684,797 are directly
WITH owned by JVP III and 3,280,012 are directly owned by JVP
E-Fund III. JP III, the general partner of JVP III and
JVP E-Fund III, may be deemed to have sole power to
dispose of these shares; JVPC, the general partner of JP
III, may be deemed to have sole power to dispose of
these shares; and Margalit, as an officer of JVPC, may
be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,964,809

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.9%*

14 TYPE OF REPORTING PERSON*

PN

* Please see Item 5 with respect to the determination of the number of shares of
Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 12 of 27 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners III (Israel) Management Company Ltd.
("JVP III (Israel) Mgmt")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

	7	SOLE VOTING POWER	1,197,389 shares, all of which are directly owned by JVP III (Israel). JVP III (Israel) Mgmt, the general partner of JVP III (Israel), may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVP III (Israel) Mgmt, may be deemed to have sole power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	See response to Row 7.
	9	SOLE DISPOSITIVE POWER	1,197,389 shares, all of which are directly owned by JVP III (Israel). JVP III (Israel) Mgmt, the general partner of JVP III (Israel), may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVP III (Israel) Mgmt, may be deemed to have sole power to dispose of these shares.
	10	SHARED DISPOSITIVE POWER	See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,197,389

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%*

14 TYPE OF REPORTING PERSON*

CO

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 13 of 27 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jerusalem Venture Partners Corporation ("JVPC")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) |X|

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

45,964,809 shares, of which 42,684,797 are directly owned by JVP III and 3,280,012 are directly owned by JVP E-Fund III. JVPC, is the general partner of JP III, the general partner of JVP III and JVP E-Fund III, and may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

See response to Row 7.

9 SOLE DISPOSITIVE POWER

45,964,809 shares, of which 42,684,797 are directly owned by JVP III and 3,280,012 are directly owned by JVP E-Fund III. JVPC, is the general partner of JP III, the general partner of JVP III and JVP E-Fund III, and may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVPC, may be deemed to have sole power to dispose of these shares.

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,964,809

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.9%*

14 TYPE OF REPORTING PERSON*

CO

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104 SCHEDULE 13D Page 14 of 27 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

 JVP Corp. IV ("JVPCIV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Cayman Islands

7 SOLE VOTING POWER

 51,470,417 shares, of which 49,415,809 are directly owned JVP IV, 418,492 are directly owned by JVP IV-A, 444,644 are directly owned by JVP E-Fund IV and 1,191,472 are directly owned by JVP IV (Israel). JVPCIV, is the general partner of JP IV, the general partner of JVP IV, JVP IV-A and JVP E-Fund IV, and the general partner of JP IV VC the general partner of JVP IV (Israel), and may be deemed to have sole power to vote these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
 See response to Row 7.

9 SOLE DISPOSITIVE POWER

 51,470,417 shares, of which 49,415,809 are directly owned JVP IV, 418,492 are directly owned by JVP IV-A, 444,644 are directly owned by JVP E-Fund IV and 1,191,472 are directly owned by JVP IV (Israel). JVPCIV, is the general partner of JP IV, the general partner of JVP IV, JVP IV-A and JVP E-Fund IV, and the general partner of JP IV VC the general partner of JVP IV (Israel), and may be deemed to have sole power to dispose of these shares; and Margalit, as an officer of JVPCIV, may be deemed to have sole power to dispose of these shares.

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

10 SHARED DISPOSITIVE POWER

See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,470,417

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.0%*

14 TYPE OF REPORTING PERSON*

CO

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

CUSIP No. 19239V104

SCHEDULE 13D

Page 15 of 27 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Erel Margalit ("Margalit")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Israeli Citizen

7 SOLE VOTING POWER

98,632,615 shares, of which 49,415,809 are directly owned by JVP IV, 418,492 are directly owned by JVP IV-A, 444,644 are directly owned by JVP E-Fund IV, 1,191,472 are directly owned by JVP IV (Israel), 42,684,797 are directly owned by JVP III, 3,280,012 are directly owned by JVP E-Fund III, and 1,197,389 are directly owned by

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

JVP III (Israel). Margalit is an officer of JVPCIV, which is the general partner of (i) JP IV, which is the general partner of JVP IV, JVP IV-A and JVP E-Fund IV, and JP IV VC which is the general partner of JVP IV (Israel), and (ii) an officer of JVPC which is the general partner of JP III, which is the general partner of JVP III and JVP E-Fund III, and (iii) an officer of JVP III (Israel) Mgmt, which is the general partner of JVP III (Israel), and may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER See response to Row 7.
	9	SOLE DISPOSITIVE POWER 98,632,615 shares, of which 49,415,809 are directly owned by JVP IV, 418,492 are directly owned by JVP IV-A, 444,644 are directly owned by JVP E-Fund IV, 1,191,472 are directly owned by JVP IV (Israel), 42,684,797 are directly owned by JVP III, 3,280,012 are directly owned by JVP E-Fund III, and 1,197,389 are directly owned by JVP III (Israel). Margalit is an officer of JVPCIV, which is the general partner of (i) JP IV, which is the general partner of JVP IV, JVP IV-A and JVP E-Fund IV, and JP IV VC which is the general partner of JVP IV (Israel), and (ii) an officer of JVPC which is the general partner of JP III, which is the general partner of JVP III and JVP E-Fund III, and (iii) an officer of JVP III (Israel) Mgmt, which is the general partner of JVP III (Israel), and may be deemed to have sole power to dispose of these shares.
	10	SHARED DISPOSITIVE POWER See response to Row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,632,615

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

|X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.1%*

14 TYPE OF REPORTING PERSON*

IN

* Please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

This Amendment No. 1 to Schedule 13D is being filed to report the acquisition of 529 shares of Series J Preferred Stock, which is convertible into common stock, par value \$0.001 per share (the "Common Stock"), of Cogent Communications Group, Inc., a Delaware corporation (the "Company"). This Amendment No. 1 supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission on August 11, 2003 (the "Original Filing"). Only those items that are hereby reported are amended; all other items remain unchanged. All capitalized terms shall have the meanings assigned to them in the Original Filing, unless otherwise indicated herein.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended by adding the following paragraph:

On March 30, 2004, the Company entered into an Agreement and Plan of Merger (listed as Exhibit G hereto, the "Merger Agreement") whereby, as of the effective date of such agreement, the shares of common stock of Symposium Omega, Inc. ("Symposium") were automatically converted into Series J Participating Convertible Preferred Stock of the Company, par value \$0.001 (the "Series J Preferred Stock"). JVP IV, JVP IV-A, JVP E-Fund IV, JVP IV (Israel), JVP III, JVP E-Fund III and JVP III (Israel) previously held 529 shares of common stock of Symposium, all of which was converted into 529 shares of Series J Preferred Stock of the Company.

Upon the satisfaction of the conditions to close set forth in the Merger Agreement, on March 30, 2004, JVP III received 45.2 shares of Series J Preferred Stock in exchange for 45.2 shares of Symposium common stock; JVP E-Fund III received 3.4 shares of Series J Preferred Stock in exchange for 3.4 shares of Symposium common stock; JVP III (Israel) received 1.4 shares of Series J Preferred Stock in exchange for 1.4 shares of Symposium common stock; JVP IV received 459.8 shares of Series J Preferred Stock in exchange for 459.8 shares of Symposium common stock; JVP IV-A received 3.8 shares of Series J Preferred Stock in exchange for 3.8 shares of Symposium common stock; JVP E-Fund IV received 4.2 shares of Series J Preferred Stock in exchange for 4.2 shares of Symposium common stock; and JVP IV (Israel) received 11.2 shares of Series J Preferred Stock in exchange for 11.2 shares of Symposium common stock. The consideration paid by each Reporting Person for each foregoing purchase price was paid solely in exchange for all of the shares of Symposium common stock held by such Reporting Person. No part of the purchase price was borrowed by such Reporting Persons for the purpose of acquiring such securities.

Each share of Series J Preferred Stock will be convertible into Common Stock at an initial conversion price of \$0.16130000, or at an initial conversion rate of approximately 30,998.15 shares of Common Stock for each share of Series J Preferred Stock converted.

All such conversion ratios are subject to antidilution adjustments (subject to certain exceptions) and certain other adjustments as set forth in the Certificates of Designations, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Series J Preferred Stock of the Company listed as Exhibit J hereto (the "Certificate of Designation").

This Item 3 (and the other Items of this statement) does not provide a complete description of the Merger Agreement or the Certificate of Designation and each such description is qualified in its entirety by reference to the respective agreement or document, which are listed as Exhibits G and H hereto respectively.

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

ITEM 4. PURPOSE OF TRANSACTION.

Each of JVP IV, JVP IV-A, JVP E-Fund IV, JVP IV (Israel), JVP III, JVP E-Fund III and JVP III (Israel) holds the securities described in Item 5 of this statement for investment purposes only.

The Company entered into the Merger Agreement pursuant to which the Company issued, and each of JVP IV, JVP IV-A, JVP E-Fund IV, JVP IV (Israel), JVP III, JVP E-Fund III and JVP III (Israel) received, the number of shares of Series J Preferred Stock all as described in Item 3 above. As a condition to the closing under the Merger Agreement, the Company is obligated to file the Certificate of Designation, which provides that the Series J Preferred Stock has certain "weighted average" antidilution protection with respect to the conversion price of such Series J Preferred Stock and certain liquidation, conversion and voting rights. Descriptions of such rights contained herein are qualified in their entirety by reference to the Certificate of Designation listed as Exhibit H hereto.

Certificates of Designation - Conversion of Series J Preferred Stock. Pursuant to the Certificate of Designation, all of the shares of Series J Preferred Stock shall be automatically converted into Common Stock upon the public offering by the Company of its Common Stock in which the cash proceeds are at least \$50,000,000. The Series J Preferred Stock may also be converted at any time at the election of each holder.

Certificate of Designation - Dividends. In the event that any dividend or other distribution payable in cash or other property is declared on the Common Stock or any security that is pari passu or junior to the Series J Preferred Stock (other than dividends payable solely in shares of Common Stock), the shares of Series J Preferred Stock shall be entitled to receive an amount equal per share (on an as-if converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock or other security that is pari passu or junior to the Series J Preferred Stock. As of the date hereof, there are no dividends declared on the Series J Preferred Stock.

Certificate of Designation - Voting. As set forth in the Certificate of Designation, and except as otherwise provided by applicable law, the holders of Series J Preferred Stock (i) shall be entitled to vote with the holders of Common Stock on all matters submitted for a vote of holders of Common Stock except for a vote with respect to the election of directors and (ii) shall be entitled to one vote for each share of Common Stock such holder of Series J Preferred Stock would receive upon conversion of such share of Series J Preferred Stock into Common Stock.

Certificate of Designation - Liquidation Preference. In the event of the Company's liquidation, dissolution or winding up or upon a merger or acquisition of the Company by another company or person or any other change in control transaction, the holders of the Series J Preferred Stock will be entitled to a primary liquidation preference before any amounts are paid to the holders of Common Stock or any other equity securities of the Company (other than the primary liquidation preference of the Series F Participating Convertible Preferred Stock, Series G Participating Convertible Preferred Stock, Series H Participating Convertible Preferred Stock and Series I Participating Convertible Preferred Stock (collectively, the "Other Preferred Stock"), which liquidation preference shall be pari passu with the primary liquidation preference of the Series J Preferred Stock). The primary liquidation preference of the Series J Preferred Stock is equal to the amount of consideration originally exchanged for the Series J Preferred Stock, or \$5,000 per share. In addition, the holders of the Series J Preferred Stock will be entitled to a secondary liquidation preference before any additional amounts are paid to the

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

holders of the Common Stock or any other equity securities of the Company (other than the primary liquidation preference of the Other Preferred Stock, which liquidation preference shall be pari passu with the secondary liquidation preference of the Series J Preferred Stock). The secondary liquidation preference of the Series J Preferred Stock is equal to \$10,000 per share. In addition, the holders of the Series J Preferred Stock shall participate with the holders of the Common Stock and the Other Preferred Stock

Page 17 of 27

ratably on an as-converted basis, in the distribution of the remaining assets of the Company available for distribution.

Stockholders Agreement - Board Representation. In connection with, and pursuant to, the Merger Agreement, JVP IV, JVP IV-A, JVP E-Fund IV, JVP IV (Israel), JVP III, JVP E-Fund III and JVP III (Israel) entered into a Third Amended and Restated Stockholders Agreement, dated as of March 30, 2004, by and among the Company and certain stockholders of the Company (the "Stockholders Agreement"), listed as Exhibit I hereto. Pursuant to the terms of Stockholders Agreement, certain investors are entitled to nominate persons to the Board of Directors of the Company, and each of the stockholders that are a party to the Stockholders Agreement agree to vote his or its shares of Common Stock to elect such persons to the Board of Directors of the Company. Jerusalem Venture Partners (and its affiliates) is entitled to nominate two members to the current ten member Board of Directors of the Company.

Stockholders Agreement - Protective Provisions. Pursuant to the terms of the Stockholders Agreement, the Company may not, without first obtaining the approval of the holders of not less than two-thirds (2/3) of the issued and outstanding shares of Series G Preferred Stock, Series I Preferred Stock and Series J Preferred Stock, voting together as a single class, (i) designate, authorize, create, issue, sell, redeem or repurchase shares of any class or series of capital stock, (ii) declare or pay any dividends or make any distributions with respect to any outstanding equity securities, (iii) approve the merger, consolidation, dissolution or liquidation of the Company or any subsidiary, (iv) increase or decrease the number of authorized shares of Common Stock or preferred stock of the Company, (v) sell all or substantially all of the assets of the Company and its subsidiaries, (vi) cause a material change in the nature of the business or strategic direction of the Company and its subsidiaries, (vii) approve the filing for bankruptcy or any decision not to take action to prevent a filing for bankruptcy or oppose an involuntary filing for bankruptcy, (viii) approve the establishment and maintenance of an Executive Committee of the Board of Directors or increase or decrease the number of directors composing the Board of Directors or (ix) amend, repeal or modify any provision of the Company's certificate of incorporation in a manner that adversely affects the rights, powers or preferences of the Preferred Stock.

Stockholders Agreement - Right of First Offer With Respect to Additional Issuances of Securities by the Company. Pursuant to the terms of the Stockholders Agreement, the Company is obligated to offer any additional sales or other issuances of securities of the Company first to the stockholders who are a party to the Stockholders Agreement and hold at least a certain number of shares of preferred stock of the Company as set forth in the Stockholders Agreement. As of the date hereof, each of JVP III and JVP IV (and their affiliated funds) are entitled to such right of first offer.

Stockholders Agreement - Right of First Refusal and Right of Participation With Respect to Stock Held by David Schaeffer. Pursuant to the terms of the Stockholders Agreement, the stockholders who are a party to the Stockholders Agreement have a right of first refusal and a right of

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

participation with respect to certain dispositions of securities held by David Schaeffer.

Registration Rights Agreement - Registration of Shares of Common Stock for Resale. In connection with, and pursuant to, the Merger Agreement, JVP IV, JVP IV-A, JVP E-Fund IV, JVP IV (Israel), JVP III, JVP E-Fund III and JVP III (Israel) entered into a Fourth Amended and Restated Registration Rights Agreement with the Company and certain other investors, dated as of March 30, 2004 (the "Registration Rights Agreement"), listed as Exhibit J hereto. Pursuant to the terms of the Registration Rights Agreement, at any time after the earlier of (i) the date which is three years after the date of the Registration Rights Agreement and (ii) the date that is 6 months after the first public offering of securities of the Company after the date of the Registration Rights Agreement, the holders of more than 50% of the Common Stock issued or issuable upon the conversion of the Preferred Stock (or otherwise distributed in

Page 18 of 27

respect of the Preferred Stock) may request the Company to register the Common Stock issued or issuable upon the conversion of the Preferred Stock (or otherwise distributed in respect of the Preferred Stock).

The foregoing summary of the Merger Agreement, the Certificate of Designation, the Stockholders Agreement and the Registration Rights Agreement and the agreements and transactions contemplated thereby is qualified in its entirety by reference to the Merger Agreement, the Certificate of Designation, the Stockholders Agreement and the Registration Rights Agreement, listed as Exhibits G, H, I and J hereto, respectively, and incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 14,300,575 shares of Common Stock outstanding as of March 30, 2004, plus 68,199,901 shares of Common Stock issuable upon conversion of the Series F Preferred Stock, 254,942,365 shares of Common Stock issuable upon conversion of the Series G Preferred Stock, 41,180,769 shares of Common Stock issuable upon conversion of the Series H Preferred Stock, 15,962,585 shares of Common Stock issuable upon conversion of the Series I Preferred Stock, and 120,605,215 shares of Common Stock issuable upon conversion of the Series J Preferred Stock, all as reported by the Company to the Reporting Persons.

In order to provide accurate disclosure with respect to the percentage of Common Stock reported as beneficially owned by each of the Reporting Persons, the percentage beneficially owned by each Reporting Person was calculated on a fully diluted, as converted basis of all of the Company's issued and outstanding Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock and Series J Preferred Stock, including shares held by third parties. In the interests of full disclosure, if such percentage for each Reporting Person was based solely on the Common Stock outstanding plus the shares of Common Stock issuable upon conversion of the Preferred Stock deemed to be beneficially owned by such Reporting Person, the percentages would be as follows: 77.0% for JVP III, 18.8% for JVP E-Fund III, 7.8% for JVP III (Israel) and JPVIII (Israel) Mgmt, 79.0% for JVP IV, 2.8% for JVP IV-A, 3.0% for JVP E-Fund IV, 7.7% for JVP IV (Israel) and JP IV VC, 79.3% for JP IV, 78.5% for JP III and JVPC, 79.7% for JVPCIV and 89.7% for Margalit.

Amounts shown as beneficially owned by each of JVP III, JP III, JVPC and Margalit include (i) 1,587,498 shares of Common Stock directly owned by JVP

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

III and (ii) 41,097,299 shares of Common Stock into which the shares of Preferred Stock purchased by JVP III may be initially converted.

Amounts shown as beneficially owned by each of JVP E-Fund III, JP III, JVPC and Margalit include (i) 122,030 shares of Common Stock directly owned by JVP E-Fund III and (ii) 3,157,982 shares of Common Stock into which the shares of Preferred Stock purchased by JVP E-Fund III may be initially converted.

Amounts shown as beneficially owned by each of JVP III (Israel), JVP III (Israel) Mgmt and Margalit include (i) 44,420 shares of Common Stock directly owned by JVP III (Israel) and (ii) 1,152,969 shares of Common Stock into which the shares of Preferred Stock purchased by JVP III (Israel) may be initially converted.

Amounts shown as beneficially owned by each of JVP IV, JP IV, JVPCIV and Margalit include (i) 1,175,864 shares of Common Stock directly owned by JVP IV and (ii) 48,239,945 shares of Common Stock into which the shares of Preferred Stock purchased by JVP IV may be initially converted.

Amounts shown as beneficially owned by each of JVP IV-A, JP IV, JVPCIV and Margalit include (i) 8,663 shares of Common Stock directly owned by JVP IV-A and (ii) 409,829 shares

Page 19 of 27

of Common Stock into which the shares of Preferred Stock purchased by JVP IV-A may be initially converted.

Amounts shown as beneficially owned by each of JVP E-Fund IV, JP IV, JVPCIV and Margalit include 444,644 shares of Common Stock into which the shares of Preferred Stock purchased by JVP E-Fund IV may be initially converted.

Amounts shown as beneficially owned by each of JVP IV (Israel), JP IV VC, JVPCIV and Margalit include (i) 18,649 shares of Common Stock directly owned by JVP IV (Israel) and (ii) 1,172,823 shares of Common Stock into which the shares of Preferred Stock purchased by JVP IV (Israel) may be initially converted.

By virtue of their potential status as a "group" with the stockholders of the Company that are parties to the Stockholders Agreement (which stockholders are set forth in Item 6 below) due to the voting agreement with respect to the appointment of directors set forth in the Stockholders Agreement, for purposes of Rule 13d-5, each of the Reporting Persons may be deemed to have shared voting and dispositive power over the shares owned by such stockholders. Except to the extent explicitly set forth herein, neither the filing of this statement nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of any Common Stock referred to in this statement for the purposes of Section 13(d) of the Securities Exchange Act of 1934 or for any other purpose, and such beneficial ownership is expressly disclaimed. Please see Items 7, 8, 9, 10, 11, and 13 for each cover sheet for each Reporting Person.

(c) Except as set forth in Item 4 above, none of the Reporting Persons has effected any transaction in the Common Stock during the past 60 days.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement attached hereto as Exhibit A, with respect to the joint filing of this statement and any amendment or amendments hereto.

The Merger Agreement was entered into as of March 30, 2004. Certain terms and conditions of the Merger Agreement and the Certificate of Designation are described in Items 3 - 5 above.

The Stockholders Agreement was entered into as of March 30, 2004 by the Company, Oak Investment Partners IX, Oak IX Affiliates Fund, Oak Investment Partners Affiliates Fund - A, Jerusalem Venture Partners III, L.P., Jerusalem Venture Partners III (Israel), L.P., Jerusalem Venture Partners Entrepreneur Fund III, L.P., Jerusalem Venture Partners IV, L.P., Jerusalem Venture Partners IV (Israel), L.P., Jerusalem Venture Partners IV - A, L.P., Jerusalem Venture Partners Entrepreneurs Fund IV, L.P., Worldview Technology Partners III, L.P., Worldview Technology International III, L.P., Worldview Strategic Partners III, L.P., Worldview III Carrier Fund, L.P., Worldview Technology Partners IV, L.P., Worldview Technology International IV, L.P., Worldview Strategic Partners IV, L.P., Broadview Capital Partners L.P., Broadview Capital Partners Qualified Purchaser Fund L.P., Broadview Capital Partners Affiliates Fund LLC, Boulder Ventures III, L.P., Boulder Ventures III (Annex), L.P.,

Page 20 of 27

NAS Partners I L.L.C., Nassau Capital Partners IV, L.P., Cisco Systems Capital Corporation, David Schaeffer and certain other stockholders whose names are set forth on Schedule I to the Stockholders Agreement. Certain terms and conditions of the Stockholders Agreement are described in Item 4 above.

The Registration Rights Agreement was entered into as of March 30, 2004. Certain terms and conditions of the Registration Rights Agreement are described in Item 4 above.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A Agreement of Reporting Persons, dated August 4, 2003, among the Reporting Persons.

Exhibit G Agreement and Plan of Merger, dated as of March 30, 2004, by and among the Company and the investors named therein (filed as Exhibit 2.6 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by reference).

Exhibit H Corrected Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Series J Participating Convertible Preferred Stock of the Company (filed as Exhibit 3.7 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by reference).

Exhibit I Third Amended and Restated Stockholders Agreement, dated as of March 30, 2004, by and among the Company and the stockholders named therein (filed as Exhibit 10.1 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

reference).

Exhibit J Fourth Amended and Restated Registration Rights Agreement, dated as of March 30, 2004, by and among the Company and the stockholders named therein (filed as Exhibit 10.2 to the 10-K filed with the commission by the Company on March 30, 2004, and incorporated herein by reference).

Page 21 of 27

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS IV, L.P.,
a Delaware Limited Partnership

By: Jerusalem Partners IV, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS IV-A, L.P.,
a Delaware Limited Partnership

By: Jerusalem Partners IV, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS ENTREPRENEURS FUND IV, L.P.,
a Delaware Limited Partnership

By: Jerusalem Partners IV, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Erel Margalit

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

Erel Margalit, Officer

Page 22 of 27

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS IV (Israel), L.P.,
an Israel Limited Partnership

By: Jerusalem Partners IV-Venture Capital, L.P.
its General Partner

By: JVP Corp. IV
its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS III, L.P.,
a Delaware Limited Partnership

By: Jerusalem Partners III, L.P.
its General Partner

By: Jerusalem Venture Partners Corporation
its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS ENTREPRENEUR FUND III, L.P.,
a Delaware Limited
Partnership

By: Jerusalem Partners III, L.P.
its General Partner

By: Jerusalem Venture Partners Corporation
its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Page 23 of 27

Date: March 31, 2004

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

JERUSALEM VENTURE PARTNERS III (Israel), L.P.,
an Israel Limited Partnership

By: Jerusalem Venture Partners III (Israel)
Management Company Ltd. its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM PARTNERS IV, L.P.,
a Delaware Limited Partnership

By: JVP Corp. IV
its General Partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM PARTNERS IV- VENTURE CAPITAL, L.P.,
an Israeli Limited Partnership

By: JVP Corp. IV
Its general partner

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS CORPORATION,
a Cayman Islands Corporation

By: /s/ Erel Margalit

Erel Margalit, Officer

Page 24 of 27

Date: March 31, 2004

JVP CORP. IV,
a Cayman Island Corporation

By: /s/ Erel Margalit

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

Erel Margalit, Officer

Date: March 31, 2004

JERUSALEM VENTURE PARTNERS III (ISRAEL)
MANAGEMENT COMPANY LTD.,
an Israel corporation

By: /s/ Erel Margalit

Erel Margalit, Officer

Date: March 31, 2004

EREL MARGALIT

By: /s/ Erel Margalit

Erel Margalit

Page 25 of 27

INDEX TO EXHIBITS

- EXHIBIT A Agreement of Reporting Persons, dated August 4, 2003, among the Reporting Persons.
- EXHIBIT G Agreement and Plan of Merger, dated as of March 30, 2004, by and among the Company and the investors named therein (filed as Exhibit 2.6 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by reference).
- EXHIBIT H Corrected Certificate of Designations, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Series J Participating Convertible Preferred Stock of the Company (filed as Exhibit 3.7 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by reference).
- EXHIBIT I Third Amended and Restated Stockholders Agreement, dated as of March 30, 2004, by and among the Company and the stockholders named therein (filed as Exhibit 10.1 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by reference).
- EXHIBIT J Fourth Amended and Restated Registration Rights Agreement, dated as of March 30, 2004, by and among the Company and the stockholders named therein (filed as Exhibit 10.2 to the 10-K filed with the Commission by the Company on March 30, 2004, and incorporated herein by reference).

Page 26 of 27

Exhibit A

Agreement of Reporting Persons

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13D/A

The Reporting Persons have agreed that a single Schedule 13D (or any amendment thereto) relating to the Common Stock of Cogent Communications Group, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable agreement are already on file with the appropriate agencies.

Page 27 of 27