

COGENT COMMUNICATIONS GROUP INC  
 Form 3  
 February 17, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Cisco Systems Capital CORP                |         | (Month/Day/Year)                     | COGENT COMMUNICATIONS GROUP INC [COI]            |  |
| (Last)                                    | (First) | (Middle)                             | 02/04/2002                                       |  |
| 170 WEST TASMAN DR.                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)                                  |         |                                      | (Check all applicable)                           |  |
| SAN JOSE, CA 95134-1706                   |         |                                      | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner                                    |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                               | (specify below)  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
|   |         |                                      |  | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |  |   |   |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |   |   |

|  |              |            |                 |                       |                    |              |                     |
|--|--------------|------------|-----------------|-----------------------|--------------------|--------------|---------------------|
| Common Stock<br>Subscription Warrant<br>(Right to Buy) | Â <u>(1)</u> | 06/08/2009 | Common<br>Stock | 74,250 <u>(2)</u>     | \$ 45.5 <u>(2)</u> | D <u>(3)</u> | Â                   |
| Common Stock<br>Subscription Warrant<br>(Right to Buy) | Â <u>(1)</u> | 06/08/2009 | Common<br>Stock | 74,250 <u>(2)</u>     | \$ 45.5 <u>(2)</u> | I            | By Cisco <u>(3)</u> |
| Common Stock<br>Subscription Warrant<br>(Right to Buy) | Â <u>(1)</u> | 10/24/2009 | Common<br>Stock | 148,500<br><u>(2)</u> | \$ 30.4 <u>(2)</u> | D <u>(3)</u> | Â                   |
| Common Stock<br>Subscription Warrant<br>(Right to Buy) | Â <u>(1)</u> | 10/24/2009 | Common<br>Stock | 148,500<br><u>(2)</u> | \$ 30.4 <u>(2)</u> | I            | By Cisco <u>(3)</u> |
| Common Stock<br>Subscription Warrant<br>(Right to Buy) | Â <u>(1)</u> | 10/24/2009 | Common<br>Stock | 487,465<br><u>(2)</u> | \$ 12.5 <u>(2)</u> | D <u>(3)</u> | Â                   |
| Common Stock<br>Subscription Warrant<br>(Right to Buy) | Â <u>(1)</u> | 10/24/2009 | Common<br>Stock | 487,465<br><u>(2)</u> | \$ 12.5 <u>(2)</u> | I            | By Cisco <u>(3)</u> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Cisco Systems Capital CORP<br>170 WEST TASMAN DR.<br>SAN JOSE, CA 95134-1706 | Â             | Â X       | Â       | Â     |
| CISCO SYSTEMS INC<br>170 WEST TASMAN DR<br>SAN JOSE, CA 95134-1706           | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| /s/ David Rogan, President, CISCO SYSTEMS CAPITAL CORPORATION                             | 02/17/2005 |
| **Signature of Reporting Person   | Date       |
| /s/ Dennis Powell, Senior Vice President and Chief Financial Officer, CISCO SYSTEMS, INC. | 02/17/2005 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Immediately exercisable.
- (2) Number of shares and exercise price adjusted to reflect a 10-for-1 reverse stock split effected by the Issuer on January 31, 2002.
- (3) Cisco Systems Capital Corporation ("Cisco Capital") directly holds the reported securities. Cisco Systems, Inc. ("Cisco") is the sole shareholder of Cisco Capital and as such may be deemed to be an indirect beneficial holder of the reported securities. Except to the

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extent of any indirect pecuniary interest therein, Cisco disclaims beneficial ownership of the securities held by Cisco Capital.

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**Remarks:**

AÂ COPYÂ OFÂ THEÂ JOINTÂ FILINGÂ AGREEMENTÂ DATEDÂ FEBRUARYÂ 17,Â 2005Â BETWEENÂ THEÂ F

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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