

COGENT COMMUNICATIONS GROUP INC
Form 8-K
March 23, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (date of earliest event reported): **March 19, 2007**

COGENT COMMUNICATIONS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-31227

(Commission File No.)

52-2337274

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

**1015 31st Street N.W.
Washington, DC 20007**

(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code:

(202) 295-4200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On March 19, 2007, Cogent Communications Group, Inc. (the Company) entered into an underwriting agreement with Deutsche Bank Securities Inc. (the Underwriter), a copy of which is filed hereto as Exhibit 1.1 (the Underwriting Agreement) and pursuant to which various selling stockholders agreed to sell 7,683,888 shares of common stock of the Company, \$0.001 par value per share (the Common Stock), to the Underwriter at \$23.41 per share. This offering was effected pursuant to a registration statement on Form S-3 under the Securities Act of 1933, as amended, filed by the Company with the Securities and Exchange Commission on January 23, 2007 (File No. 333-140155), as amended to date (the Registration Statement), which includes a prospectus dated January 23, 2007, as supplemented by a prospectus supplement dated March 20, 2007 (together, the Prospectus).

The Company expects to close this offering on March 23, 2007. The Company will not receive any proceeds from this offering.

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Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.**

Exhibit

Number Description

1.1 Underwriting Agreement between Cogent Communications Group, Inc., Cogent Communications, Inc., the Selling Stockholders and the Underwriter, dated March 19, 2007.

5.1 Opinion of Latham & Watkins LLP.

23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cogent Communications Group, Inc.

March 22, 2007

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

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EXHIBIT INDEX

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