

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

SEC 1473 (7-02)

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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 Subscription Warrant (Right to Buy)	Â <u>(1)</u>	06/08/2009	Common Stock	74,250 <u>(2)</u>	\$ 45.5 <u>(2)</u>	D <u>(3)</u>	Â
Common Stock Subscription Warrant (Right to Buy)	Â <u>(1)</u>	06/08/2009	Common Stock	74,250 <u>(2)</u>	\$ 45.5 <u>(2)</u>	I	By Cisco <u>(3)</u>
Common Stock Subscription Warrant (Right to Buy)	Â <u>(1)</u>	10/24/2009	Common Stock	148,500 <u>(2)</u>	\$ 30.4 <u>(2)</u>	D <u>(3)</u>	Â
Common Stock Subscription Warrant (Right to Buy)	Â <u>(1)</u>	10/24/2009	Common Stock	148,500 <u>(2)</u>	\$ 30.4 <u>(2)</u>	I	By Cisco <u>(3)</u>
Common Stock Subscription Warrant (Right to Buy)	Â <u>(1)</u>	10/24/2009	Common Stock	487,465 <u>(2)</u>	\$ 12.5 <u>(2)</u>	D <u>(3)</u>	Â
Common Stock Subscription Warrant (Right to Buy)	Â <u>(1)</u>	10/24/2009	Common Stock	487,465 <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 170 WEST TASMAN DR. SAN JOSE, CA 95134-1706	Â	Â X	Â	Â
CISCO SYSTEMS INC 170 WEST TASMAN DR 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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