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COGENT COMMUNICATIONS GROUP INC

Form 8-A12B

January 29, 2002

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: 333-71684

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(If applicable)

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

Title of Each Class  
To be so Registered  
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Name of Each Exchange on Which  
Each Class is to be Registered  
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Common Stock, par value \$0.001

American Stock Exchange

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

None

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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-4 (Registration No. 333-71684) relating to the offering of shares of Common Stock of the Registrant filed by the Registrant with the Securities and Exchange Commission on January 8, 2002, as amended from time to time. Such description is hereby incorporated by reference.

ITEM 2. EXHIBITS

Not Applicable.

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: January 29, 2002

By: /s/ DAVID SCHAEFFER

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Name: David Schaeffer  
Title: Chief Executive Officer