

COGENT COMMUNICATIONS GROUP INC

Form 8-K

February 15, 2005

**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): **February 15, 2005 (February 9, 2005)**

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

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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99.01 Press Release, dated February 15, 2005, announcing the conversion of the Company's preferred stock into common stock and the general terms and restrictions related thereto.

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.

Date: February 15, 2005

By: /s/ Thaddeus Weed
Thaddeus Weed
Vice President and CFO