

Edgar Filing: COGENT COMMUNICATIONS GROUP INC - Form SC 13G

COGENT COMMUNICATIONS GROUP INC
Form SC 13G
February 19, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B) (C), AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)
(AMENDMENT NO. _____) 1

COGENT COMMUNICATIONS GROUP, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

19239V104

(CUSIP Number)

FEBRUARY 5, 2002

(Date of Event which requires filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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06-1556230

2. Check the Appropriate Box if a Member of a Group*

(a) /_/
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

(5) Sole Voting Power Not applicable

(6) Shared Voting Power 1,957,507 Shares of Common Stock

(7) Sole Dispositive Power Not applicable

(8) Shared Dispositive Power 1,957,507 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,957,507 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/

11. Percent of Class Represented by Amount in Row (9)

14.25%

12. Type of Reporting Person*

OO-LLC

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates Fund - A, Limited Partnership
06-1571899

2. Check the Appropriate Box if a Member of a Group*

(a) /_/
(b) /X/

3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

Number of Shares (5) Sole Voting Power
Beneficially Owned by 46,985 Shares of Common Stock
Each Reporting Person
With: -----
(6) Shared Voting Power
Not applicable

(7) Sole Dispositive Power
46,985 Shares of Common Stock

(8) Shared Dispositive Power
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person

46,985 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/_

11. Percent of Class Represented by Amount in Row (9)

0.34%

12. Type of Reporting Person*

PN

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates Fund, Limited Partnership
06-1556229

2. Check the Appropriate Box if a Member of a Group*

(a) /_/_
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares (5) Sole Voting Power
Beneficially Owned by 20,863 Shares of Common Stock

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Each Reporting Person
With: -----
(6) Shared Voting Power
Not applicable

(7) Sole Dispositive Power
20,863 Shares of Common Stock

(8) Shared Dispositive Power
Not applicable

9. Aggregate Amount Beneficially Owned by Each Reporting Person
20,863 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* /_/

11. Percent of Class Represented by Amount in Row (9)
0.15%

12. Type of Reporting Person*
PN

SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Oak IX Affiliates, LLC
06-1556233

2. Check the Appropriate Box if a Member of a Group*

(a) /_/
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned by
Each Reporting Person
With: (5) Sole Voting Power
Not applicable

(6) Shared Voting Power
67,848 Shares of Common Stock

(7) Sole Dispositive Power
Not applicable

(8) Shared Dispositive Power

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67,848 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

67,848 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/_/

11. Percent of Class Represented by Amount in Row (9)

0.49%

12. Type of Reporting Person*

OO-LLC

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Oak Management Corporation

06-0990851

2. Check the Appropriate Box if a Member of a Group*

(a) /_/_/

(b) /X/_/

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares
Beneficially Owned by
Each Reporting Person
With:

(5) Sole Voting Power
Not applicable

(6) Shared Voting Power
2,025,355 Shares of Common Stock

(7) Sole Dispositive Power
Not applicable

(8) Shared Dispositive Power
2,025,355 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,025,355 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/_/

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11. Percent of Class Represented by Amount in Row (9)

14.71%

12. Type of Reporting Person*

CO

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Bandel L. Carano

2. Check the Appropriate Box if a Member of a Group*

(a) /_/

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares
Beneficially Owned by
Each Reporting Person
With:

(5) Sole Voting Power
Not applicable

(6) Shared Voting Power
2,025,355 Shares of Common Stock

(7) Sole Dispositive Power
Not applicable

(8) Shared Dispositive Power
2,025,355 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,025,355 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/

11. Percent of Class Represented by Amount in Row (9)

14.71%

12. Type of Reporting Person*

IN

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-
1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Gerald R. Gallagher

-
2. Check the Appropriate Box if a Member of a Group*

(a) /_/

(b) /X/

-
3. SEC Use Only

-
4. Citizenship or Place of Organization

United States

Number of Shares
Beneficially Owned by
Each Reporting Person
With:

(5) Sole Voting Power
Not applicable

(6) Shared Voting Power
2,025,355 Shares of Common Stock

(7) Sole Dispositive Power
Not applicable

(8) Shared Dispositive Power
2,025,355 Shares of Common Stock

-
9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,025,355 Shares of Common Stock

-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/

-
11. Percent of Class Represented by Amount in Row (9)

14.71%

-
12. Type of Reporting Person*

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Edward F. Glassmeyer

2. Check the Appropriate Box if a Member of a Group*

(a) /_/
(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

United States

- Number of Shares Beneficially Owned by Each Reporting Person With:
- (5) Sole Voting Power
Not applicable
- (6) Shared Voting Power
2,025,355 Shares of Common Stock
- (7) Sole Dispositive Power
Not applicable
- (8) Shared Dispositive Power
2,025,355 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,025,355 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/

11. Percent of Class Represented by Amount in Row (9)

14.71%

12. Type of Reporting Person*

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1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

Fredric W. Harman

2. Check the Appropriate Box if a Member of a Group*

(a) /_/
(b) /X/

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4. Citizenship or Place of Organization

United States

Number of Shares
Beneficially Owned by
Each Reporting Person
With:

(5) Sole Voting Power
Not applicable

(6) Shared Voting Power
2,025,355 Shares of Common Stock

(7) Sole Dispositive Power
Not applicable

(8) Shared Dispositive Power
2,025,355 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,025,355 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

/_/_

11. Percent of Class Represented by Amount in Row (9)

14.71%

12. Type of Reporting Person*

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1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

Ann H. Lamont

2. Check the Appropriate Box if a Member of a Group*

(a) /_/_

(b) /X/

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares

(5) Sole Voting Power

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Beneficially Owned by Each Reporting Person With: Not applicable

(6) Shared Voting Power
2,025,355 Shares of Common Stock

(7) Sole Dispositive Power
Not applicable

(8) Shared Dispositive Power
2,025,355 Shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,025,355 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares* /_/_/

11. Percent of Class Represented by Amount in Row (9)
14.71%

12. Type of Reporting Person*
IN

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Schedule 13G
Amendment No. ___*
Common Stock Par Value \$0.001
CUSIP No. 19239V104

ITEM 1(a) NAME OF ISSUER:
Cogent Communications Group, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
1015 31st Street N.W.
Washington, DC 20007

ITEM 2(a) NAME OF PERSON FILING:
Oak Investment Partners IX, Limited Partnership
Oak Associates IX, LLC
Oak IX Affiliates Fund - A, Limited Partnership
Oak IX Affiliates Fund, Limited Partnership
Oak IX Affiliates, LLC
Oak Management Corporation
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

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c/o Oak Management Corporation
One Gorham Island
Westport, Connecticut 06880

ITEM 2(c) CITIZENSHIP:

Please refer to Item 4 on each cover sheet for each filing person.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.001 per share

ITEM 2(e) CUSIP NUMBER: 19239V104

ITEM 3 Not applicable

ITEM 4 OWNERSHIP.

The approximate percentages of shares of common stock reported as beneficially owned by the Reporting Persons is based upon 3,601,470 shares of common stock outstanding as of February 15, 2002, as reported by the Issuer to the Reporting Persons, plus 2,600,000 shares of common stock issuable upon conversion of the Issuer's issued and outstanding Series A preferred stock (the "Series A Preferred"), 19,809,783 shares of common stock issuable upon conversion of the Issuer's issued and outstanding Series B preferred stock (the "Series B Preferred"), and 4,977,340 shares of common stock issuable upon conversion of the Issuer's issued and outstanding Series C preferred

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stock (the "Series C Preferred"), all as reported by the Issuer to the Reporting Persons. For all computations with respect to this Schedule 13G, the percentage beneficially owned by each reporting person was calculated on a fully diluted, as converted basis of all of the Issuer's issued and outstanding Series A Preferred, Series B Preferred and Series C Preferred, including shares held by third parties.

Amounts shown as beneficially owned by each of Oak Investment Partners IX, Limited Partnership ("Oak Investment X") and Oak Associates IX, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the (i) 483,250 shares of common stock into which the shares of Series A Preferred held by Oak Investment IX may be converted, (ii) 548,032 shares of common stock into which the shares of Series B Preferred held by Oak Investment IX may be converted, and (iii) 926,225 shares of common stock into which the shares of Series C Preferred held by Oak Investment IX may be converted.

Amounts shown as beneficially owned by each of Oak IX Affiliates Fund-A, Limited Partnership ("Oak Affiliates-A IX"), Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the (i) 11,599 shares of common stock into which the shares of Series A Preferred held by Oak Affiliates-A IX may be converted, (ii) 13,154 shares of common stock into which the shares of Series B Preferred held by Oak Affiliates-A IX may be converted, and (iii) 22,232 shares of common stock into which the shares of Series C Preferred held by Oak Affiliates-A IX may be converted.

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Amounts shown as beneficially owned by each of Oak IX Affiliates Fund, Limited Partnership ("Oak Affiliates IX"), Oak IX Affiliates, LLC, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman, and Ann H. Lamont include the (i) 5,150 shares of common stock into which the shares of Series A Preferred held by Oak Affiliates IX may be converted, (ii) 5,841 shares of common stock into which the shares of Series B Preferred held by Oak Affiliates IX may be converted, and (iii) 9,872 shares of common stock into which the shares of Series C Preferred held by Oak Affiliates IX may be converted.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

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ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10 CERTIFICATIONS.

Not applicable

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature:

Dated: February 15, 2002

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Entities:

Oak Investment Partners IX, Limited Partnership
Oak Associates IX, LLC
Oak IX Affiliates Fund - A, Limited Partnership
Oak IX Affiliates Fund, Limited Partnership
Oak IX Affiliates, LLC
Oak Management Corporation

By: /s/ Edward F. Glassmeyer

Edward F. Glassmeyer, as
General Partner or
Managing Member or as
Attorney-in-fact for the
above-listed entities

Individuals:

Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont

By: /s/ Edward F. Glassmeyer

Edward F. Glassmeyer,
Individually and as
Attorney-in-fact for the
above-listed individuals

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