

Cogent, Inc.
Form 3
October 27, 2010

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 | |
| 3M CO | | | 10/08/2010 | | Cogent, Inc. [COGT] | |
| (Last) | (First) | (Middle) | | | | |
| 3M CENTER | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| ST. PAUL, MN 55144-1000 | | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | | | 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) |
|---------------------------------|---|--|--|
| Common Stock | 64,921,969 | I | See Explanation of Responses ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 3M CO 3M CENTER ST. PAUL, MN 55144-1000 | Â | Â X | Â | Â |
| Ventura Acquisition Corp 3M CENTER ST. PAUL, MN 55144-1000 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| 3M COMPANY by Gregg M. Larson, Deputy General Counsel and Secretary | 10/26/2010 |
| **Signature of Reporting Person | Date |
| VENTURA ACQUISITION CORPORATION by Michael P. Delkoski, President and Director | 10/26/2010 |
| **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) This statement is being filed by 3M Company ("3M") and Ventura Acquisition Corporation ("Purchaser" and, together with 3M, the "Reporting Persons"). Purchaser is a wholly-owned subsidiary of 3M.
- (2) As of October 26, 2010, Purchaser beneficially owned directly, and 3M may be deemed to have beneficially owned indirectly, an aggregate of 64,921,969 shares of common stock, par value \$0.001 per share (the "Shares") of Cogent, Inc. (the "Issuer").

As disclosed in the Schedule TO filed with the Securities and Exchange Commission by 3M on September 10, 2010, as amended and supplemented, 3M, Purchaser and the Issuer entered into an Agreement and Plan of Merger dated August 29, 2010 (the "Merger Agreement"). Pursuant to the Merger Agreement, 3M and Purchaser commenced a tender offer to purchase all of the outstanding Shares at a purchase price of \$10.50 per Share on September 10, 2010 (the "Initial Offering Period"). The Initial Offering Period expired at 12:00 midnight, New York City time, on Thursday, October 7, 2010. (Continued in Footnote 4)
- (4) On October 8, 2010, 3M and Purchaser commenced a subsequent offering period for all remaining untendered Shares (the "Subsequent Offering Period"). The Subsequent Offering Period was scheduled to expire at 12:00 midnight, New York City time, on Friday, October 22, 2010. On October 25, 2010, 3M and Purchaser extended the Subsequent Offering Period for all remaining untendered Shares. The extended Subsequent Offering Period expired at 5:00 p.m., New York City time, on Tuesday, October 26, 2010.

Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be
- (5) deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any shares in excess of such amounts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.