

COGENT COMMUNICATIONS GROUP INC
 Form 4
 December 10, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
WEI JAMES

2. Issuer Name and Ticker or Trading Symbol
COGENT COMMUNICATIONS GROUP INC [COI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
10/26/2004

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O WORLDVIEW TECHNOLOGY PARTNERS, 435 TASSO ST., SUITE 120

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		85		<u>(3)</u>	<u>(4)</u>	Common Stock	2,634,842
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		14		<u>(3)</u>	<u>(4)</u>	Common Stock	433,974
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		1		<u>(3)</u>	<u>(4)</u>	Common Stock	30,998
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814
Series M Participating Convertible Preferred Stock	<u>(1)</u>	10/26/2004		<u>J(2)</u>		100		<u>(3)</u>	<u>(4)</u>	Common Stock	3,099,814

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES C/O WORLDVIEW TECHNOLOGY PARTNERS 435 TASSO ST., SUITE 120 PALO ALTO, CA 94301		X		
WORLDVIEW TECHNOLOGY PARTNERS IV LP 435 TASSO ST., STE. 120 PALO ALTO, CA 94301		X		
WEINGARTEN TIM 435 TASSO STREET SUITE 120 PALO ALTO, CA 94301				Director and 10% Owner

Signatures

James Wei		12/02/2004
_____ **Signature of Reporting Person		Date
Tim Weingarten		12/02/2004
_____ **Signature of Reporting Person		Date
Worldview Technology Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		12/02/2004
_____ **Signature of Reporting Person		Date
Worldview Technology International IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		12/02/2004
_____ **Signature of Reporting Person		Date
Worldview Strategic Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member		12/02/2004
_____ **Signature of Reporting Person		Date
Worldview Equity I, L.L.C., by James Wei, a Managing Member		12/02/2004
_____ **Signature of Reporting Person		Date
Worldview Capital IV, L.P., by Worldview Equity I, L.L.C., by James Wei, a Managing Member		12/02/2004
_____ **Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each share of Series M Convertible Preferred Stock, par value \$.001 per share, is initially convertible into approximately 30,998.14 shares of Common Stock.
- (2) Each share of Common Stock of NVA Acquisition, Inc. held by the Reporting Persons was exchanged for 1 share of Series M Participating Convertible Preferred Stock pursuant to an Agreement and Plan of Merger by and among the Issuer, Cogent Potomac, Inc. and NVA Acquisition, Inc.

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- (3) The Series M Participating Convertible Preferred Stock is convertible at the earlier of January 31, 2005 and the date on which the Issuer files an amendment to its Certificate of Incorporation pursuant to the Certificate of Designations of its Series M Participating Convertible Preferred Stock.
- (4) The conversion feature continues indefinitely.
- (5) Shares are owned directly by Worldview Technology Partners IV, L.P.
- (6) Shares are owned directly by Worldview Technology International IV, L.P.
- (7) Shares are owned directly by Worldview Strategic Partners IV, L.P.
- (8) Worldview Capital IV, L.P., which serves as the general partner to Worldview Technology Partners IV, L.P., Worldview Technology International IV, L.P. and Worldview Strategic Partners IV, L.P., may be deemed to be an indirect beneficial owner of the reported shares but such entities, but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.
- (9) Worldview Equity I, L.L.C., which serves as the general partner to Worldview Capital IV, L.P., may be deemed to be an indirect beneficial owner of the reported shares of such entity but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.
- (10) James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and may be deemed to be the indirect beneficial owner of the reported shares but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.
- (11) Tim Weingarten is a director of the issuer and has certain voting rights in Worldview Equity I, L.L.C., and may be deemed to be an indirect beneficial owner of the reported shares but disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any indirect pecuniary interest therein.

Remarks:

James Wei, the Designated Filer, is a Managing Member of Worldview Equity I, L.L.C., which is the general partner of Worldview Equity I, L.L.C.

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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