

COGENT COMMUNICATIONS GROUP INC

Form 4

February 17, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARGALIT EREL N

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)
41 MADISON AVENUE, 25TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
DIRECTOR & 10% OWNER

(Street)
NEW YORK, NY 10010

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

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/15/2005		C		43,902,631	A	<u>5</u>	45,490,129 D <u>(1)</u>
Common Stock	02/15/2005		C		3,374,970	A	<u>5</u>	3,497,000 D <u>(3)</u>
Common Stock	02/15/2005		C		1,230,464	A	<u>5</u>	1,274,884 D <u>(2)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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

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	(4)	02/15/2005		C		90.5		(4)	(4)	Common Stock	2,805,332
Series M Participating Convertible Preferred Stock	(4)	02/15/2005		C		7		(4)	(4)	Common Stock	216,987
Series M Participating Convertible Preferred Stock	(4)	02/15/2005		C		2.5		(4)	(4)	Common Stock	77,495
Series J Participating Convertible Preferred Stock	(6)	02/15/2005		C		45.2		(6)	(6)	Common Stock	1,401,110
Series J Participating Convertible Preferred Stock	(6)	02/15/2005		C		3.4		(6)	(6)	Common Stock	105,394
Series J Participating Convertible Preferred Stock	(6)	02/15/2005		C		1.4		(6)	(6)	Common Stock	43,397
	(7)	02/15/2005		C		2,263		(7)	(7)		39,696,180

Series G Participating Convertible Preferred Stock								Common Stock	
Series G Participating Convertible Preferred Stock	(7)	02/15/2005	C	174	(7)	(7)		Common Stock	3,052,587
Series G Participating Convertible Preferred Stock	(7)	02/15/2005	C	63	(7)	(7)		Common Stock	1,109,577

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARGALIT EREL N 41 MADISON AVENUE 25TH FLOOR NEW YORK, NY 10010				DIRECTOR & 10% OWNER
JERUSALEM VENTURE PARTNERS III LP 41 MADISON AVENUE 25TH FLOOR NEW YORK, NY 10010		X		
JERUSALEM VENTURE PARTNERS ENTREPRENEUR FUND III LP 41 MADISON AVENUE 25TH FLOOR NEW YORK, NY 10010		X		
JERUSALEM VENTURE PARTNERS III ISRAEL LP JERUSALEM TECHNOLOGY PARK BUILDING 1 MALHA, JERUSALEM, L3 91487		X		
JERUSALEM PARTNERS III LP 41 MADISON AVENUE 25TH FLOOR NEW YORK, NY 10010		X		
JERUSALEM VENTURE PARTNERS III ISRAEL MANAGEMENT CO LTD JERUSALEM TECHNOLOGY PARK		X		

BUILDING 1
MALHA, JERUSALEM, L3 91487

JERUSALEM VENTURE PARTNERS CORP
C/O MAPLES & CALDER
P.O. BOX 309
GT, GRAND CAYMAN, E9

X

Signatures

Jerusalem Venture Partners III, L.P., by Jerusalem Partners III, L.P., its general partner, by Jerusalem Venture Partners Corporation, its general partner, by Erel Margalit, its officer	02/15/2005
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__Signature of Reporting Person

Date

Jerusalem Venture Partners Entrepreneur Fund III, L.P., by Jerusalem Partners III, L.P., its general partner, by Jerusalem Venture Partners Corporation, its general partner, by Erel Margalit, its officer	02/15/2005
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__Signature of Reporting Person

Date

Jerusalem Venture Partners III (Israel), L.P., by Jerusalem Venture Partners (Israel) III Management Company Ltd., its general partner, by Erel Margalit, its officer	02/15/2005
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__Signature of Reporting Person

Date

Jerusalem Venture Partners (Israel) III Management Company Ltd., by Erel Margalit, its officer	02/15/2005
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__Signature of Reporting Person

Date

Jerusalem Partners III, L.P., by Jerusalem Venture Partners Corporation, its general partner, by Erel Margalit, its officer	02/15/2005
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__Signature of Reporting Person

Date

Jerusalem Venture Partners Corporation, by Erel Margalit, its officer	02/15/2005
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__Signature of Reporting Person

Date

Erel Margalit	02/15/2005
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__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) Shares are owned directly by Jerusalem Venture Partners III, L.P. Erel N. Margalit, the Designated Filer, is a director of the Issuer and an officer of Jerusalem Venture Partners Corporation, which serves as the general partner to Jerusalem Partners III, L.P. (the general partner of Jerusalem Venture Partners III, L.P.), and may be deemed the indirect beneficial owner of the reported shares of such entity but disclaims beneficial ownership in the shares held by the other joint filers, except to the extent of his pecuniary interest therein.
 - (2) Shares are owned directly by Jerusalem Venture Partners III (Israel), L.P. Erel N. Margalit, the Designated Filer, is a director of the Issuer and an officer of Jerusalem Venture Partners (Israel) III Management Company, Ltd., which serves as the general partner to Jerusalem Venture Partners III (Israel), L.P., and may be deemed the indirect beneficial owner of the reported shares of such entity but disclaims beneficial ownership in the shares held by the other joint filers, except to the extent of his pecuniary interest therein.
 - (3) Shares are owned directly by Jerusalem Venture Partners Entrepreneur Fund III, L.P. Erel N. Margalit, the Designated Filer, is a director of the Issuer and an officer of Jerusalem Venture Partners Corporation, which serves as the general partner to Jerusalem Partners III, L.P. (the general partner of Jerusalem Venture Partners Entrepreneur Fund III, L.P.), and may be deemed the indirect beneficial owner of the reported shares of such entity but disclaims beneficial ownership in the shares held by the other joint filers,

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except to the extent of his pecuniary interest therein.

- (4) Each share of Series M Participating Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (5) Converted into Common Stock pursuant to Conversion and Lock-Up Letter Agreement.
- (6) Series J Participating Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.
- (7) Series G Participating Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.

Remarks:

Erel N. Margalit, the Designated Filer, is a director of the issuer and an officer of both Jerusalem Venture Partners Corporation

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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