

COGENT COMMUNICATIONS GROUP INC
 Form 4
 December 06, 2004

FORM 4

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

OMB APPROVAL

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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 *
BROOKS STEVEN D

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

C/O BCP CAPITAL MANAGEMENT, ONE MARITIME PLAZA

(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

SAN FRANCISCO, CA 94111

(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) | Code | V | Amount | (D) | Price |

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 displays a currently valid OMB control number.

SEC 1474 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series M Participating Convertible Preferred Stock | (1) | 10/26/2004 | | J(2) | 12 | (3) (4) | Common Stock | 371,978 |
| Series M Participating Convertible Preferred Stock | (1) | 10/26/2004 | | J(2) | 88 | (3) (4) | Common Stock | 2,727,836 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROOKS STEVEN D C/O BCP CAPITAL MANAGEMENT ONE MARITIME PLAZA SAN FRANCISCO, CA 94111 | X | X | | |
| BCP CAPITAL, L.P. ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111 | | X | | |
| BCP CAPITAL QPF, L.P. ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111 | | X | | |
| BCP AFFILIATES FUND LLC ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111 | | X | | |
| BCP GENERAL LLC ONE MARITIME PLAZA #2525 SAN FRANCISCO, CA 94111 | | X | | |
| BROADVIEW BCPSBS FUND LP 1345 AV OF THE AMERICAS 20TH FL | | X | | |

NEW YORK, NY 10105

BCI HOLDINGS LP
1345 AV OF THE AMERICAS 20TH FL X
NEW YORK, NY 10105

BV HOLDINGS LLP
1345 AV OF THE AMERICAS 20TH FL X
NEW YORK, NY 10105

BACHMANN STEPHEN J
C/O BCO CAPITAL MANAGEMENT X
ONE MARITIME PLAZA
SAN FRANCISCO, CA 94111

DENINGER PAUL F
C/O NETEGRITY INC X
201 JONES RD
WALTHAM, MA 02451

Signatures

BCP Capital L.P., By: BCP General LLC Its: General Partner By: /s/ Steven D. Brooks 12/06/2004
Steven D. Brooks Managing Director

__Signature of Reporting Person Date

BCP Capital QPF, L.P. By: BCP General LLC Its: General Partner By: /s/Steven D. Brooks 12/06/2004
Steven D. Brooks Managing Director

__Signature of Reporting Person Date

BCP Affiliates Fund LLC By: BCP Capital Management LLC Its: Manager By: /s/ Steven D. 12/06/2004
Brooks Steven D. Brooks Managing Director

__Signature of Reporting Person Date

BCP General LLC By: /s/ Steven D. Brooks Steven D. Brooks Managing Director 12/06/2004

__Signature of Reporting Person Date

BCI Holdings, L.P. By: BV Holdings LLP Its: General Partner By: /s/ Steven D. Brooks 12/06/2004
Steven D. Brooks Attorney-in-Fact

__Signature of Reporting Person Date

BV Holdings LLP By: /s/ Steven D. Brooks Steven D. Brooks Attorney-in-Fact 12/06/2004

__Signature of Reporting Person Date

/s/ Steven D. Brooks 12/06/2004

__Signature of Reporting Person Date

/s/ Steven D. Brooks Stephen J. Bachmann By: Steven D. Brooks Attorney-in-Fact 12/06/2004

__Signature of Reporting Person Date

/s/ Steven D. Brooks Paul F. Deninger By: Steven D. Brooks Attorney-in-Fact 12/06/2004

__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 Participating Convertible Preferred Stock, par value \$.001 per share, will be initially convertible into approximately 30,998.15 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.
- (3) The Series M Participating Convertible Preferred Stock will become 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) Represents shares directly owned by BCP Capital, L.P.
- (6) Represents shares directly owned by BCP Capital QPF, L.P.

Remarks:

Steven D. Brooks is a Director of Cogent Communications Group, Inc. Mr. Brooks is a Manager of BCP General LLC ("BCP

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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