

COGENT COMMUNICATIONS GROUP INC  
 Form 4  
 February 16, 2005

**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)  
 02/15/2005

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ 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  
 \_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/15/2005                           |  | C                              |   | 33,879,063  | A  | (6) 35,173,362                    |
| Common Stock                    | 02/15/2005                           |  | C                              |   | 8,350,270   | A  | (6) 8,669,304                     |
| Common Stock                    | 02/15/2005                           |  | C                              |   | 748,645   | A  | (6) 777,324                       |
| Common Stock                    | 02/15/2005                           |  | C                              |   | 1,900,406   | A  | (6) 1,932,131                     |

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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)

| 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 G Participating Convertible Preferred Stock | <u>(1)</u>   | 02/15/2005                           |  | C                              | 5,883   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 33,879,06  |
| Series G Participating Convertible Preferred Stock | <u>(1)</u>   | 02/15/2005                           |  | C                              | 1,450   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 8,350,27   |
| Series G Participating Convertible Preferred Stock | <u>(1)</u>   | 02/15/2005                           |  | C                              | 130   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 748,645  |
| Series G Participating Convertible Preferred Stock | <u>(1)</u>   | 02/15/2005                           |  | C                              | 330   | <u>(1)</u> <u>(1)</u>                                    | Common Stock 1,900,40   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEI JAMES  
C/O WORLDVIEW TECHNOLOGY PARTNERS

X

435 TASSO ST., SUITE 120  
PALO ALTO, CA 94301

WEINGARTEN TIM  
435 TASSO STREET  
SUITE 120  
PALO ALTO, CA 94301

Director and 10% Owner

WORLDVIEW TECHNOLOGY PARTNERS III LP  
435 TASSO ST., STE. 120  
PALO ALTO, CA 94301

X

## Signatures

|  |                                 |            |
|--|---------------------------------|------------|
| James Wei  |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Tim Weingarten   |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Worldview Technology Partners III, L.P., by Worldview Capital III, L.P., its general partner,<br>by Worldview Equity I, L.L.C., by James Wei, a Managing Member      |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Worldview Technology International III, L.P., by Worldview Capital III, L.P., its general<br>partner, by Worldview Equity I, L.L.C., by James Wei, a Managing Member |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Worldview Strategic Partners III, L.P., by Worldview Capital III, L.P., its general partner, by<br>Worldview Equity I, L.L.C., by James Wei, a Managing Member       |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Worldview Equity I, L.L.C., by James Wei, a Managing Member  |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Worldview Capital III, L.P., by Worldview Equity I, L.L.C., by James Wei, a Managing<br>Member   |                                 | 02/15/2005 |
|  | __Signature of Reporting Person | Date       |
| Worldview III Carrier Fund, L.P., by Worldview Capital III, L.P., its general partner, by<br>Worldview Equity I, L.L.C., by James Wei, a Managing Member             |                                 | 02/15/2005 |
|  | __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) Series G Convertible Preferred Stock converted into the number of shares of Common Stock indicated in column 7.  
Shares are directly owned by Worldview Technology Partners III, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C.,
- (2) which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview Technology Partners III, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein
- (3) Shares are directly owned by Worldview Technology International III, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview Technology International III, L.P.). Wei

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and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.

- (4) Shares are directly owned by Worldview Strategic Partners III, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview Strategic Partners III, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.

- (5) Shares are directly owned by Worldview III Carrier Fund, L.P. James Wei, the Designated Filer, is a managing member of Worldview Equity I, L.L.C., and Tim Weingarten, a director of the issuer, has certain voting rights in Worldview Equity I, L.L.C., which is the general partner of Worldview Capital III, L.P.(the general partner of Worldview III Carrier Fund, L.P.). Wei and Weingarten may be deemed to be indirect beneficial owners of the reported shares but each disclaims beneficial ownership in the shares held by the joint filers, except to the extent of any pecuniary interest therein.

- (6) Converted into Common Stock pursuant to the Conversion and Lock-Up Letter Agreement.

### Remarks:

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

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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