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COGENT COMMUNICATIONS GROUP INC

Form 8-A12B

January 29, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

COGENT COMMUNICATIONS GROUP, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

52-2337274
(I.R.S. Employer
Identification No.)

1015 31st Street NW
Washington, DC 20007
(Address of Principal
Executive Offices)

20007
(Zip Code)

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A.(c), please check the following
box.

If this form relates to the
registration of a class of securities
pursuant to section 12(g) of the
Exchange Act and is effective
pursuant to General Instruction
A.(d), please check the following
box.

Securities Act registration statement file number to which this form relates: 333-71684

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
To be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Common Stock, par value \$0.001

American Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A complete description of the Common Stock, par value \$0.001 per share, of Cogent Communications Group, Inc. (the "Registrant"), which is to be registered hereunder is contained under the caption "Description of Capital Stock" in the Prospectus which constitutes part of the Registrant's Registration Statement on Form S-4 (Registration No. 333-71684) relating to the offering of shares of Common Stock of the Registrant filed by the Registrant with the Securities and Exchange Commission on January 8, 2002, as amended from time to time. Such description is hereby incorporated by reference.

ITEM 2. EXHIBITS

Not Applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

COGENT COMMUNICATIONS GROUP, INC.

Date: January 29, 2002

By: /s/ DAVID SCHAEFFER

Name: David Schaeffer
Title: Chief Executive Officer