

COGENT COMMUNICATIONS GROUP INC

Form SC 13D

August 08, 2003

SEC 1746 (11-02)	<b>Potential persons who are to 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.</b>
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**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. )\*

**Cogent Communications Group, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**19239V104**

(CUSIP Number)

**Edward F. Glassmeyer**

**Oak Management Corporation**

**One Gorham Island**

**Westport, CT 06880**

**(203) 226-8346**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

OMB APPROVAL

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**Copies to:**

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**One Landmark Square**

**Stamford, CT 06901**

**(203) 325-5000**

**July 31, 2003**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [  ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. **19239V104**

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
Oak Investment Partners IX, Limited Partnership  
06-1556218
  2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)    
(b)
  3. **SEC Use Only**
  4. **Source of Funds (See Instructions)**  
WC
  5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**
  6. **Citizenship or Place of Organization**  
Delaware
- |  |     |   |            |
|--|-----|---|------------|
|  | 7.  | <b>Sole Voting Power</b>  | 58,668,500 |
| <b>Number of Shares Beneficially Owned by Each Reporting Person With</b> | 8.  | <b>Shared Voting Power</b>  | None.      |
|  | 9.  | <b>Sole Dispositive Power</b>                                       | 58,668,500 |
|  | 10. | <b>Shared Dispositive Power</b>                                     | None.      |
|  | 11. | <b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> | 58,668,500 |
12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
  13. **Percent of Class Represented by Amount in Row (11)**  
17.4%\*
  14. **Type of Reporting Person (See Instructions)**  
PN

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding



1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
 Oak Associates IX, LLC  
 06-1556230

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  [ ]  
 (b)  [ X ]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**  
 WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**  [ ]

6. **Citizenship or Place of Organization**  
 Delaware

7. **Sole Voting Power**  
 None.

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

8. **Shared Voting Power**  
 58,668,500

9. **Sole Dispositive Power**  
 None.

10. **Shared Dispositive Power**  
 58,668,500

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
 58,668,500

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**  [ X ]

13. **Percent of Class Represented by Amount in Row (11)**  
 17.4%\*

14. **Type of Reporting Person (See Instructions)**  
 OO-LLC

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
Oak IX Affiliates Fund - A, Limited Partnership  
06-1571899
  2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)    
(b)
  3. **SEC Use Only**
  4. **Source of Funds (See Instructions)**  
WC
  5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**
  6. **Citizenship or Place of Organization**  
Delaware
- |  |     |                                 |           |
|--|-----|---------------------------------|-----------|
|  | 7.  | <b>Sole Voting Power</b>        | 1,408,283 |
| <b>Number of Shares Beneficially Owned by Each Reporting Person With</b> | 8.  | <b>Shared Voting Power</b>      | None.     |
|  | 9.  | <b>Sole Dispositive Power</b>   | 1,408,283 |
|  | 10. | <b>Shared Dispositive Power</b> | None.     |
11. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
1,408,283
  12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
  13. **Percent of Class Represented by Amount in Row (11)**  
0.4%\*
  14. **Type of Reporting Person (See Instructions)**  
PN

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
 Oak IX Affiliates Fund, Limited Partnership  
 06-1556229

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  [ ]  
 (b)  [ X ]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**  [ ]

6. **Citizenship or Place of Organization**

Delaware

7. **Sole Voting Power**  
 625,234

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

8. **Shared Voting Power**  
 None.

9. **Sole Dispositive Power**  
 625,234

10. **Shared Dispositive Power**  
 None.

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

625,234

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**  [ X ]

13. **Percent of Class Represented by Amount in Row (11)**

0.2%\*

14. **Type of Reporting Person (See Instructions)**

PN

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
 Oak IX Affiliates, LLC  
 06-1556233

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)    
 (b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Delaware

7. **Sole Voting Power**  
 None.

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

8. **Shared Voting Power**  
 2,033,517

9. **Sole Dispositive Power**  
 None.

10. **Shared Dispositive Power**  
 2,033,517

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

2,033,517

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**

0.6%\*

14. **Type of Reporting Person (See Instructions)**

OO-LLC

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding



1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
Oak Management Corporation  
06-0990851
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)   
(b)
3. **SEC Use Only**
4. **Source of Funds (See Instructions)**  
WC
5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**
6. **Citizenship or Place of Organization**  
Delaware
7. **Sole Voting Power**  
None.
8. **Shared Voting Power**  
60,702,017
9. **Sole Dispositive Power**  
None.
10. **Shared Dispositive Power**  
60,702,017
11. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
60,702,017
12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
13. **Percent of Class Represented by Amount in Row (11)**  
18.0%\*
14. **Type of Reporting Person (See Instructions)**  
CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
 Bandel L. Carano

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)  [ ]  
 (b)  [ X ]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**  
 WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**  [ ]

6. **Citizenship or Place of Organization**  
 United States

7. **Sole Voting Power**  
 None.

**Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With**

8. **Shared Voting Power**  
 60,702,017

9. **Sole Dispositive Power**  
 None.

10. **Shared Dispositive Power**  
 60,702,017

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**  
 60,702,017

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**  [ X ]

13. **Percent of Class Represented by Amount in Row (11)**  
 18.0%\*

14. **Type of Reporting Person (See Instructions)**  
 IN

\* please see Item 5 with respect to the determination of the number of shares of Common Stock deemed to be outstanding

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**  
Gerald R. Gallagher
  
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**  
(a)    
(b)
  
3. **SEC Use Only**
  
4. **Source of Funds (See Instructions)**  
WC