

COGENT COMMUNICATIONS GROUP INC
Form SC 13G/A
February 14, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

COGENT COMMUNICATIONS GROUP, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

19239V 30 2

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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).

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems Capital Corporation (CSCC)

I.R.S. Identification No. 77-0440621

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nevada

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,712,293 (1)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

1,712,293 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,712,293 (1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9%*

12 TYPE OF REPORTING PERSON

CO

(1) Shared with Cisco (defined below) solely by virtue of the fact that CSCC is a wholly owned subsidiary of Cisco.

* Based on 43,885,754 shares of the Issuer's common stock outstanding as of November 10, 2005, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2005.

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems, Inc. (Cisco)

I.R.S. Identification No. 77-0059951

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

5 SOLE VOTING POWER

NUMBER OF **0**

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,712,293 (2)**

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**

WITH 8 SHARED DISPOSITIVE POWER

1,712,293 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,712,293 (2)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9%*

12 TYPE OF REPORTING PERSON

CO

(2) Shared with CSCC, solely by virtue of the fact that CSCC, the record holder of these shares, is a wholly owned subsidiary of Cisco. Cisco disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

* Based on 43,885,754 shares of the Issuer's common stock outstanding as of November 10, 2005, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2005.

- Item 1 (a)** Name of Issuer:
Cogent Communications Group, Inc.
- Item 1 (b)** Address of Issuer's Principal Executive Offices:
1015 31st Street N.W., Washington, D.C. 20007
- Item 2 (a)** Name of Person Filing:
(i) Cisco Systems Capital Corporation

(ii) Cisco Systems, Inc.
- Item 2 (b)** Address of Principal Business Office or, if None, Residence
(i) 170 West Tasman Drive, San Jose, California 95134

(ii) 170 West Tasman Drive, San Jose, California 95134
- Item 2 (c)** Citizenship:
(i) State of Nevada

(ii) State of California
- Item 2 (d)** Title of Class of Securities:
Common Stock, \$0.001 par value per share
- Item 2 (e)** CUSIP Number:
19239V 30 2
- Item 3.** Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):
Not applicable.

Item 4. Ownership(a) Amount Beneficially Owned:

1,712,293. CSCC is the record holder of all 1,712,293 shares of the Issuer. Cisco owns 100% of the issued and outstanding capital stock of CSCC.

(b) Percent of Class:

3.9%*

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

0

(ii) shared power to vote or direct the vote:

1,712,293**

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

1,712,293**

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* Based on 43,885,754 shares of the Issuer's common stock outstanding as of November 10, 2005, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on November 14, 2005.

** Shared with CSCC, solely by virtue of the fact that CSCC, the record holder of these shares, is a wholly owned subsidiary of Cisco. Cisco disclaims beneficial ownership of the shares pursuant to Rule 13d-4.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2006

CISCO SYSTEMS CAPITAL CORPORATION

By: /s/ DAVID ROGAN

Name: David Rogan
Title: President

Dated: February 14, 2006

CISCO SYSTEMS, INC.

By: /s/ BETSY RAFAEL

Name: Betsy Rafael
Title: Vice President, Corporate Controller and Principal Accounting Officer

EXHIBIT INDEX

| Exhibit | Title |
|----------------|--|
| A | Joint Filing Agreement dated June 24, 2005 among the reporting persons (incorporated by reference to Exhibit A of Schedule 13G (File No. 005-78106) filed June 27, 2005) |