

OAK IX AFFILIATES FUND A LP

Form 4

February 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GLASSMEYER EDWARD F

(Last) (First) (Middle)

C/O OAK INVESTMENT
PARTNERS, ONE GORHAM
ISLAND

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
COGENT COMMUNICATIONS
GROUP INC [COI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2006		A	(A) or (D) 3,750 (1)	A 3,750 (2)	I	See Note (2)
Common Stock					4,581,346	I	See Note (3)
Common Stock					49,499	I	See Note (4)
Common Stock					109,146	I	See Note (5)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLASSMEYER EDWARD F C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	X	X		
OAK MANAGEMENT CORP ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK INVESTMENT PARTNERS IX L P ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		

Signatures

Edward F. Glassmeyer	02/02/2006
____Signature of Reporting Person	Date
Edward F. Glassmeyer, President of Oak Management Corporation	02/02/2006
____Signature of Reporting Person	Date
Edward F. Glassmeyer, Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, L.P.	02/02/2006
____Signature of Reporting Person	Date
Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund, L.P.	02/02/2006
____Signature of Reporting Person	Date
Edward F. Glassmeyer, Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates Fund - A, L.P.	02/02/2006
____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) Grant made for the benefit of non-management directors of Cogent Communications Group, Inc. for services through December 31, 2005 granted on January 31, 2006. This grant was approved by the Board of Directors on October 26, 2005 and was reported on a Form 8-K filed with the Securities and Exchange Commission on October 27, 2005
 - (2) Represents shares directly owned by Oak Management Corporation ("OMC")
 - (3) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX, L.P.")
 - (4) Represents shares directly owned by Oak Affiliates Fund, Limited Partnership ("Oak IX Affiliates, L.P.")
 - (5) Represents shares directly owned by Oak Affiliates Fund - A, Limited Partnership ("Oak IX Affiliates - A, L.P.")

Remarks:

Remarks:

Mr. Glassmeyer is President of Oak Management Corporation, a Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak Investment Partners IX, L.P.

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of the securities owned by the Reporting Person).

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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