

COGENT COMMUNICATIONS GROUP INC

Form 8-K

February 24, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **February 24, 2011**

Cogent Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-31227

(Commission File Number)

52-2337274

(I.R.S. Employer
Identification No.)

**1015 31st St. NW, Washington, District of
Columbia**

(Address of principal executive offices)

20007

(Zip Code)

Registrant's telephone number, including area code: **202-295-4200**

Not Applicable

Former name or former address, if changed since last report

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On February 24, 2011 Cogent Communications Group, Inc. issued a press release summarizing its financial results for the fourth quarter 2010 and full year 2010. The Company will hold a conference call regarding its financial results at 8:30 a.m. ET on February 24, 2011, which will be simultaneously broadcast on a link available through the Company's website at www.cogentco.com. The press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 8.01 Other Events.

On February 24, 2011, in conjunction with a press release summarizing financial results for the full year 2010 and related earnings call, the Company announced that Cogent's board has approved the purchase of up to \$50 million of shares of Cogent's common stock in open market and negotiated purchases through February 29, 2012.

These repurchases, if and when made, will be made subject to market conditions, applicable legal requirements (including SEC rules) and other factors. This plan does not obligate Cogent to acquire any particular amount of common stock and the plan may be suspended at any time at Cogent's discretion. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
99.1	Press Release of Cogent Communications Group, Inc. dated February 24, 2011

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cogent Communications Group, Inc.

February 24, 2011

By: /s/David Schaeffer
Name: David Schaeffer
Title: Chairman and Chief Executive Officer

Exhibit Index

**Exhibit
Number**

Description

99.1 Press Release of Cogent Communications Group, Inc. dated February 24, 2011