

COGENT COMMUNICATIONS GROUP INC  
Form SC 13D/A  
July 03, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----

SCHEDULE 13D

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Cogent Communications Group, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

19239V302

(CUSIP Number)

James Wei

Worldview Technology Partners

435 Tasso Street, #120

Palo Alto, CA 94301

(650) 322-3800

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

Copies to:

Sean Caplice, Esq.

Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

155 Constitution Dr.

Menlo Park, CA 94025

(650) 321-2400

June 7, 2006

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 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 the cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purposes 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).

(Continued on following pages)

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Technology Partners IV, L.P. ( WVTP IV )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

783,291 shares, except that Worldview Capital IV, L.P. ( WVC IV ),  
the general

BENEFICIALLY

partner of Worldview Technology Partners IV, L.P. ( WVTP IV ),  
Worldview Equity I,

OWNED BY EACH

REPORTING PERSON

L.L.C. ( WVE I ), the general partner of WVC IV, and James Wei ( Wei ), Michael

WITH:

Orsak ( Orsak ) and Susumu Tanaka ( Tanaka ), the members of WVE I, may be

deemed to have shared power to vote these shares.

8.

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

783,291 shares, except that WVC IV, the general partner of WVTP IV, WVE I, the

general partner of WVC IV, and Wei, Orsak and Tanaka, the members of WVE I, may

be deemed to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

783,291

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.6%\*

14.

TYPE OF REPORTING PERSON

PN

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

---

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Technology International IV, L.P. ( WVTI IV )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

127,745 shares, except that WVC IV, the general partner of WVTI IV, WVE I, the general

BENEFICIALLY

partner of WVC IV, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

OWNED BY EACH

REPORTING PERSON

to have shared power to vote these shares.

8.

WITH:

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

127,745 shares, except that WVC IV, the general partner of WVTI IV, WVE I, the general

partner of WVC IV, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

127,745

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%\*

14.

TYPE OF REPORTING PERSON

PN

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





1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Strategic Partners IV, L.P. ( WVSP IV )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

6,526 shares, except that WVC IV, the general partner of WVSP IV, WVE I, the general

BENEFICIALLY

partner of WVC IV, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

OWNED BY EACH

REPORTING PERSON

to have shared voting power to vote these shares.

8.

WITH:

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

6,526 shares, except that WVC IV, the general partner of WVSP IV, WVE I, the general

partner of WVC IV, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,526

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%\*

14.

TYPE OF REPORTING PERSON

PN

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



1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Capital IV, L.P.( WVC IV )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

917,562 shares, of which 783,291 are directly owned by WVTP IV;  
127,745 are directly

BENEFICIALLY OWNED BY EACH

owned by WVTI IV; and 6,526 are directly owned by WVSP IV.  
WVC IV, the general

REPORTING PERSON

WITH:

partner of WVTP IV, WVTI IV and WVSP IV, WVE I, the general partner of WVC IV,

and Wei, Orsak and Tanaka, the members of WVE I, may be deemed to have shared

power to vote these shares.

8.

#### SHARED VOTING POWER

See response to row 7.

9.

#### SOLE DISPOSITIVE POWER

917,562 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

owned by WVTI IV; and 6,526 are directly owned by WVSP IV. WVC IV, the general

partner of WVTP IV, WVTI IV and WVSP IV, WVE I, the general partner of WVC IV,

and Wei, Orsak and Tanaka, the members of WVE I, may be deemed to have shared

power to dispose of these shares.

10.

#### SHARED DISPOSITIVE POWER

See response to row 9.

11.

#### AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

917,562

12.

#### CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

[ ]

13.

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

1.9%\*

14.

TYPE OF REPORTING PERSON

PN

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

---

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Technology Partners III, L.P. ( WVTP III )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

1,424,696 shares, except that Worldview Capital III, L.P. ( WVC III ),  
the general partner

BENEFICIALLY

of WVTP III, WVE I, the general partner of WVC III, and Wei,  
Orsak and Tanaka, the

OWNED BY EACH



REPORTING PERSON members of WVE I, may be deemed to have shared power to vote these shares.

WITH: 8.

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

1,424,696 shares, except that WVC III, the general partner of WVTP III, WVE I, the

general partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may be

deemed to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,424,696

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

[ ]

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%\*

14.

TYPE OF REPORTING PERSON

PN

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



1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Technology International III, L.P. ( WVTI III )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

351,149 shares, except that WVC III, the general partner of WVTI III, WVE I, the general

BENEFICIALLY

partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

OWNED BY EACH

REPORTING PERSON

to have shared power to vote these shares.

8.

WITH:

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

351,149 shares, except that WVC III, the general partner of WVTI III, WVE I, the general

partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

351,149

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.7%\*

14.

TYPE OF REPORTING PERSON

PN

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



1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Strategic Partners III, L.P. ( WVSP III )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

31,485 shares, except that WVC III, the general partner of WVSP III, WVE I, the general

BENEFICIALLY

partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

OWNED BY EACH

REPORTING PERSON

to have shared voting power to vote these shares.

8.

WITH:

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

31,485 shares, except that WVC III, the general partner of WVSP III, WVE I, the general

partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may be deemed

to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,485

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%\*

14.

TYPE OF REPORTING PERSON

PN

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





1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview III Carrier Fund, L.P. ( WVCF III )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

78,260 shares, except that WVC III, the general partner of WVCF III, WVE I, the

BENEFICIALLY

general partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may

OWNED BY EACH

REPORTING PERSON be deemed to have shared voting power to vote these shares.

8.

WITH:

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

78,260 shares, except that WVC III, the general partner of WVCF III, WVE I, the

general partner of WVC III, and Wei, Orsak and Tanaka, the members of WVE I, may

be deemed to have shared power to dispose of these shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,260

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

[ ]

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%\*

14.

TYPE OF REPORTING PERSON

PN

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



1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Capital III, L.P. ( WVC III )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

1,885,590 shares, of which 1,424,696 are directly owned by WVTP III; 351,149 are

BENEFICIALLY

directly owned by WVTI III; 31,485 are directly owned by WVSP III; and 78,260 are

OWNED BY EACH

REPORTING PERSON

directly owned by WVCF III. WVC III, the general partner of WVTP III, WVTI III,

WITH:

WVSP II, and WVCF III, WVE I, the general partner of WVC III, and Wei, Orsak and

Tanaka, the members of WVE I, may be deemed to have shared power to vote these

shares.

8.

SHARED VOTING POWER

See response to row 7.

9.

SOLE DISPOSITIVE POWER

1,885,590 shares, of which 1,424,696 are directly owned by WVTP III; 351,149 are

directly owned by WVTI III; 31,485 are directly owned by WVSP III; and 78,260 are

directly owned by WVCF III. WVC III, the general partner of WVTP III, WVTI III,

WVSP II, and WVCF III, WVE I, the general partner of WVC III, and Wei, Orsak and

Tanaka, the members of WVE I, may be deemed to have shared power to dispose of these

shares.

10.

SHARED DISPOSITIVE POWER

See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,885,590

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

[ ]

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.9%\*

14.

TYPE OF REPORTING PERSON

PN

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

---

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Worldview Equity I, L.L.C. ( WVE I )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX 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

NUMBER OF SHARES

2,803,152 shares, of which 783,291 are directly owned by WVTP IV;  
127,745 are directly

BENEFICIALLY

owned by WVTI IV; 6,526 are directly owned by WVSP IV;  
1,424,696 are directly owned

OWNED BY EACH

REPORTING PERSON

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WITH:

WVSP III; and 78,260 are directly owned by WVCF III. WVE I, the general partner of

WVC IV and WVC III, the respective general partners of WVTP IV, WVTI IV and

WVSP IV, and WVTP III, WVTI III, WVSP III and WVCF III, and Wei, Orsak and

Tanaka, the members of WVE I, may be deemed to have shared power to vote these

shares.

8.

#### SHARED VOTING POWER

See response to row 7.

9.

#### SOLE DISPOSITIVE POWER

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVE I, the general partner of

WVC IV and WVC III, the respective general partners of WVTP IV, WVTI IV and

WVSP IV, and WVTP III, WVTI III, WVSP III and WVCF III, and Wei, Orsak and

Tanaka, the members of WVE I, may be deemed to have shared power to dispose of these

shares.

10.

#### SHARED DISPOSITIVE POWER



See response to row 9.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,803,152

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%\*

14.

TYPE OF REPORTING PERSON

OO

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

---

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

James Wei ( Wei )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

Canadian Citizen

7.

SOLE VOTING POWER

NUMBER OF SHARES

None.

BENEFICIALLY

8.

OWNED BY EACH

SHARED VOTING POWER

REPORTING PERSON

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

WITH:

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner

of WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III,

WVTI III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC

III; and Wei, a member of WVE I may be deemed to have shared power to vote these

shares.

9.

SOLE DISPOSITIVE POWER

None.

10.

SHARED DISPOSITIVE POWER

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner of

WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III, WVTI

III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC III; and

Wei, a member of WVE I may be deemed to have shared power to dispose of these shares.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,803,152

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%\*

---

14.

TYPE OF REPORTING PERSON

IN

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

---

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Michael Orsak ( Orsak )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

7.

SOLE VOTING POWER

NUMBER OF SHARES

None.

BENEFICIALLY

8.

OWNED BY EACH

SHARED VOTING POWER

REPORTING PERSON

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

WITH:

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner

of WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III,

WVTI III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC

III; and Orsak, a member of WVE I may be deemed to have shared power to vote these

shares.

9.

SOLE DISPOSITIVE POWER

None.

10.

SHARED DISPOSITIVE POWER

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner of

WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III, WVTI

III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC III; and

Orsak, a member of WVE I may be deemed to have shared power to dispose of these

shares.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,803,152

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%\*

14.

TYPE OF REPORTING PERSON

IN

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

---



1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Susumu Tanaka ( Tanaka )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

7.

SOLE VOTING POWER

NUMBER OF SHARES

None.

BENEFICIALLY

8.

SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH: 2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner of WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III, WVTI III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC III; and Tanaka, a member of WVE I may be deemed to have shared power to vote these shares.

9.

#### SOLE DISPOSITIVE POWER

None.

10.

#### SHARED DISPOSITIVE POWER

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner of WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III, WVTI III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC III; and Tanaka, a member of WVE I may be deemed to have shared power to dispose of these

shares.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,803,152

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%\*

14.

TYPE OF REPORTING PERSON

IN

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

---

1.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Tim Weingarten ( Weingarten )

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3.

SEC USE ONLY

4.

SOURCE OF FUNDS

WC

5.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6.

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S Citizen

7.

SOLE VOTING POWER

NUMBER OF SHARES

3,750

BENEFICIALLY

8.

OWNED BY EACH

SHARED VOTING POWER

REPORTING PERSON

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

WITH:

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner

of WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III,

WVTI III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC

III; and Weingarten has certain voting rights in WVE I and may be deemed to have shared

power to vote these shares.

9.

#### SOLE DISPOSITIVE POWER

3,750

10.

#### SHARED DISPOSITIVE POWER

2,803,152 shares, of which 783,291 are directly owned by WVTP IV; 127,745 are directly

owned by WVTI IV; 6,526 are directly owned by WVSP IV; 1,424,696 are directly owned

by WVTP III; 351,149 are directly owned by WVTI III; 31,485 are directly owned by

WVSP III; and 78,260 are directly owned by WVCF III. WVC IV is the general partner of

WVTP IV, WVTI IV and WVSP IV; WVC III is the general partner of WVTP III, WVTI

III, WVSP III and WVCF II; WVE I is the general partner of WVC IV and WVC III; and

Weingarten has certain voting rights in WVE I and may be deemed to have shared power

to dispose of these shares.

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,806,902

12.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES

13.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%\*

14.

TYPE OF REPORTING PERSON

IN

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

Statement on Schedule 13D

This Amendment No. 2 to Schedule 13D is being filed to report the aggregate sale of 657,101 shares of common stock (the Common Stock ) of Cogent Communications Group, Inc., a Delaware corporation (the Company ) by the Reporting Persons to several underwriters (the Underwriters ) in connection with a public offering. This Amendment No. 2 supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission on August 11, 2003 (the Original Filing ), as amended by Amendment No. 1 filed with the Securities and Exchange Commission on April 9, 2004 (the Amendment No. 1 ). Only those items that are hereby reported are amended; all other items remain unchanged. All capitalized terms shall have the meanings assigned to them in the Original Filing and Amendment No. 1, unless otherwise indicated herein.

ITEM 5.

INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 48,128,879 shares of Common Stock outstanding as of June 7, 2006.

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Schedule is provided as of June 7, 2006:

(a)

Amount beneficially owned:

See Row 11 of cover page for each Reporting Person.

(b)

Percent of Class:

See Row 13 of cover page for each Reporting Person.

(c)

Number of shares as to which such person has:

(i)

Sole power to vote or to direct the vote:

See Row 7 of cover page for each Reporting Person.

(ii)

Shared power to vote or to direct the vote:

See Row 8 of cover page for each Reporting Person.

(iii)

Sole power to dispose or to direct the disposition of:

See Row 9 of cover page for each Reporting Person.

(iv)

Shared power to dispose or to direct the disposition of:

See Row 10 of cover page for each Reporting Person.

ITEM 6.

CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

In connection with the sale of the Common Stock by the Reporting Persons, certain of the Reporting Persons entered in an Underwriting Agreement, by and among the Company, Cogent Communications, Inc., the Underwriters, other selling stockholders, dated June 1, 2006, attached as exhibit 1.1 to the Company's Form 8-K filed with the Securities and Exchange Commission on June 1, 2006, and incorporated herein by reference.

---



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.

Date: June 20, 2006

JAMES WEI

By: /s/ James Wei

James Wei, individually, and on behalf of WVTP IV, in his capacity as a member of WVE I, the general partner of WVC IV, the general partner of WVTP IV, on behalf of WVTI IV, in his capacity as a member of WVE I, the general partner of WVC IV, the general partner of WVTI IV, on behalf of WVSP IV, in his capacity as a member of WVE I, the general partner of WVC IV, the general partner of WVSP IV, on behalf of WVC IV, in his capacity as a member of WVE I, the general partner of WVC I, and on behalf of WVE I in his capacity as a member thereof; on behalf of WVTP III, in his capacity as a member of WVE I, the general partner of WVC III, the general partner of WVTP III, on behalf of WVTI III, in his capacity as a member of WVE I, the general partner of WVC III, the general partner of WVTI III, on behalf of WVSP III, in his capacity as a member of WVE I, the general partner of WVC III, the general partner of WVSP III, on behalf of WVCF III, in his capacity as a member of WVE I, the general partner of WVC III, the general partner of WVCF III, on behalf of WVC III, in his capacity as a member of WVE I, the general partner of WVC III, and on behalf of WVE I in his capacity as a member thereof.

MICHAEL ORSAK

By:

/s/ Michael Orsak

Michael Orsak

SUSUMU TANAKA

By:

/s/ Susumu Tanaka

Susumu Tanaka

TIM WEINGARTEN

By:

/s/ Tim Weingarten

Tim Weingarten

---

**Exhibit A**

**Agreement of Reporting Persons**

The Reporting Persons have agreed that a single Schedule 13D (or any amendment thereto) relating to the Common Stock of Cogent Communications Group, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable agreement are already on file with the appropriate agencies.