

COGENT COMMUNICATIONS GROUP INC

Form 8-K

October 27, 2005

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of report (date of earliest event reported): **October 27, 2005 (October 26, 2005)**

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## **Cogent Communications Group, Inc.**

(Exact Name of Registrant as

Specified in Charter)

**1-31227**

(Commission File No.)

**52-2337274**

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(IRS Employer  
Identification No.)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**1015 31st Street N.W.**

**Washington, DC 20007**

(Address of Principal  
Executive Offices)

**(202) 295-4200**

(Registrant's telephone  
number, including area code)

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))



**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On October 26, 2005 the Board of Directors of Cogent Communications Group, Inc. ( Company ) set the following parameters for compensation of non-management directors:

- 1) \$1,000 cash per in-person board meeting for each non-management director, effective from January 1, 2006, and
- 2) 7,500 shares per year to each non-management director, adjusted for partial year service, with 3,750 shares to be allocated to currently serving non-management directors (to be awarded in January, 2006).

No formal contract or compensatory plan was generated promulgating these director compensation terms. The compensation is not deferrable.

**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.**

Date: October 27, 2005

By: /s/David Schaeffer  
David Schaeffer  
Chief Executive Officer