

BROADVIEW CAPITAL PARTNERS LP
Form SC 13D
August 11, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Cogent Communications Group, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

19239V104

(CUSIP Number)

David J. Kapnick

Broadview Capital Partners L.P.

950 Tower Lane, 18th Floor

Foster City, CA 94404-2130

(650) 356-6000

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

OMB APPROVAL
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Copies to:

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July 31, 2003

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-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 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).

CUSIP No. 19239V104

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
 Broadview Capital Partners L.P.
 94-3324390

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a) []
 (b) [X]

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**
 WC

5. **Check 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**
 3,947,076

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

8. **Shared Voting Power**
 None.

9. **Sole Dispositive Power**
 3,947,076

10. **Shared Dispositive Power**
 None.

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 3,947,076

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)** [X]

13. **Percent of Class Represented by Amount in Row (11)**
 1.170%*

14. **Type of Reporting Person (See Instructions)**
 PN

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Broadview Capital Partners Qualified Purchaser Fund L.P.
94-3324391

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**
WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 28,543,313
	8.	Shared Voting Power None.
	9.	Sole Dispositive Power 28,543,313
	10.	Shared Dispositive Power None.

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
28,543,313

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**
8.459%*

14. **Type of Reporting Person (See Instructions)**
PN

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Broadview Capital Partners Affiliates Fund LLC
94-3346440
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)
3. **SEC Use Only**
4. **Source of Funds (See Instructions)**
WC
5. **Check 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**
560,095
8. **Shared Voting Power**
None.
9. **Sole Dispositive Power**
560,095
10. **Shared Dispositive Power**
None.
11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
560,095
12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
13. **Percent of Class Represented by Amount in Row (11)**
0.166%*
14. **Type of Reporting Person (See Instructions)**
OO-LLC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Broadview BCPSBS Fund L.P.
22-3798514
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)
3. **SEC Use Only**
4. **Source of Funds (See Instructions)**
WC
5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**
6. **Citizenship or Place of Organization**
Delaware
- | | | |
|--|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
1,184 |
| | 8. | Shared Voting Power
None. |
| | 9. | Sole Dispositive Power
1,184 |
| | 10. | Shared Dispositive Power
None. |
11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
1,184
12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
13. **Percent of Class Represented by Amount in Row (11)**
0.000%*
14. **Type of Reporting Person (See Instructions)**
PN

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Broadview Capital Partners Management LLC
94-3324392
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)
3. **SEC Use Only**
4. **Source of Funds (See Instructions)**
WC
5. **Check 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**
None.
8. **Shared Voting Power**
32,490,389
9. **Sole Dispositive Power**
None.
10. **Shared Dispositive Power**
32,490,389
11. **Aggregate Amount Beneficially Owned by Each Reporting Person**
32,490,389
12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**
13. **Percent of Class Represented by Amount in Row (11)**
9.628%*
14. **Type of Reporting Person (See Instructions)**
OO-LLC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
BCI Holdings LP
22-3723664

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)

(b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

WC

5. **Check 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**

None.

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

8. **Shared Voting Power**

32,490,389

9. **Sole Dispositive Power**

None.

10. **Shared Dispositive Power**

32,490,389

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

32,490,389

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**

9.628%*

14. **Type of Reporting Person (See Instructions)**

PN

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
 Broadview Holdings LLP
 22-2274779

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a)
 (b)

3. **SEC Use Only**

4. **Source of Funds (See Instructions)**

WC

5. **Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)**

6. **Citizenship or Place of Organization**

Virginia

7. **Sole Voting Power**

None.

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

8. **Shared Voting Power**

32,490,389

9. **Sole Dispositive Power**

None.

10. **Shared Dispositive Power**

32,490,389

11. **Aggregate Amount Beneficially Owned by Each Reporting Person**

32,490,389

12. **Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)**

13. **Percent of Class Represented by Amount in Row (11)**

9.628%*

14. **Type of Reporting Person (See Instructions)**

PN

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

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).**
Steven D. Brooks

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 - (a)
 - (b)

3. **SEC Use Only**