

COGENT COMMUNICATIONS HOLDINGS, INC.  
Form 8-K  
February 10, 2015

**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 10, 2015**

**Cogent Communications Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51829**  
(Commission  
File Number)

**46-5706863**  
(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 7.01. Regulation FD Disclosure.**

Cogent Communications Group, Inc. ( Cogent ), a wholly owned subsidiary of Cogent Communications Holdings, Inc. ( the Company ), has priced its offering of \$250 million of 5.375% Senior Secured Notes due 2022 (the Notes ) for issuance at par. The amount offered represents an increase of \$5 million from the amount previously announced. The Notes are being offered and sold only to qualified institutional buyers in an unregistered offering pursuant to Rule 144A under the Securities Act of 1933, as amended (the Act ), and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Act. The offering is expected to close on February 20, 2015, subject to customary closing conditions.

Following the pricing of the offering of the Notes, Cogent issued a notice of conditional full redemption (the Notice ) with respect to its 8.375% Senior Secured Notes due 2018 (the Existing Secured Notes ). Pursuant to the Notice, Cogent gave holders of the Existing Secured Notes notice that, subject to the conditions precedent stated therein, it will redeem (the Redemption ) all of the outstanding Existing Secured Notes on March 12, 2015 (the Redemption Date ). The Existing Secured Notes, which have an outstanding principal balance of \$240.0 million, will be redeemed in full at a redemption price equal to 104.188% of the outstanding principal amount plus accrued and unpaid interest thereon, if any, to but not including the Redemption Date.

As permitted by the terms of the Existing Secured Notes, the Notice and the Redemption are conditioned upon the consummation (as and when determined by Cogent in its sole and absolute discretion) of the offering of the Notes. Cogent expects to use the proceeds from the offering, plus cash on hand, to finance the redemption of the Existing Secured Notes.

The information in this Current Report does not constitute an offer to sell or a solicitation of an offer to buy any of the Notes. The Notes offering is not being made to any person in any jurisdiction in which the offer, solicitation or sale is unlawful. The Notes offered have not been registered under the Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This information set forth herein 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 Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Caution Concerning Forward-Looking Statements**

Except for historical information and discussion contained herein, statements contained in this release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to statements identified by words such as believes, expects, anticipates, estimates, intends, plans, targets, projects and similar expressions. The statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Numerous factors could cause or contribute to such differences, including future economic instability in the global economy or a contraction of the capital markets which could affect spending on Internet services and our ability to engage in financing activities; the impact of changing foreign exchange rates (in particular the Euro to USD and Canadian dollar to USD exchange rates) on the translation of our non-USD denominated revenues, expenses, assets and liabilities; legal and operational difficulties in new markets; the imposition of a requirement that we contribute to the U.S. Universal Service Fund and similar funds in other countries; changes in government policy and/or regulation, including net neutrality rules by the United States Federal Communications Commission and in the area of data protection; increasing competition leading to lower prices for our services; our ability to attract new customers and to increase and maintain the volume of traffic on our network; the ability to maintain our Internet peering arrangements on

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favorable terms; our reliance on an equipment vendor, Cisco Systems Inc., and the potential for hardware or software problems associated with such equipment; the dependence of our network on the quality and dependability of third-party fiber providers; our ability to

retain certain customers that comprise a significant portion of our revenue base; the management of network failures and/or disruptions; and outcomes in litigation as well as other risks discussed from time to time in our filings with the Securities and Exchange Commission, including, without limitation, our annual report on Form 10-K for the fiscal year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Securities and Exchange Commission. The Company undertakes no duty to update any forward-looking statement or any information contained in this press release or in other public disclosures at any time.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Cogent Communications Holdings, Inc., dated February 10, 2015.

**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 Holdings, Inc.

*February 10, 2015*

*By:*

*/s/David Schaeffer*

*Name: David Schaeffer*

*Title: President & Chief Executive Officer*