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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): **December 3, 2004 (Dec. 1, 2004)**

Cogent Communications Group, Inc.

(Exact Name of Registrant as
Specified in Charter)

1-31227

(Commission File No.)

52-2337274

(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 7.01 REGULATION FD DISCLOSURE

On December 1, 2004 the Company acquired the T-1 internet access business of Verio, Inc., a subsidiary of NTT Communications Corp., adding 2,400 additional business customers to the Company's network. The transaction was announced in a press release, dated December 3, 2004, which is attached as an exhibit hereto and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

Exhibit Number	Description
99.1	Press Release, dated December 3, 2004, announcing the acquisition Verio's T-1 business.

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: December 3, 2004

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

Exhibit Index

Exhibit Number	Description
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99.1 Press Release, dated December 3, 2004, announcing the acquisition Verio's T-1 business.

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Exhibit 99.1

[Cogent Logo]

Public Relations Contacts:

For Cogent: Jeff Henriksen
+ 1 (202) 550-5493
jhenriksen@cogentco.com

On Behalf of Cogent:

Kristin Duskin-Gadd
+ 1 (828) 645-4846
kdg@interprosepr.com

[Verio Logo]

For Verio: Mona Peloquin
303 645 1961
mpeloquin@verio.net

On Behalf of Verio

Christine Brown
212 871 3952
christineb@text100.com

**COGENT AND VERIO ANNOUNCE COGENT ACQUISITION
OF VERIO'S T-1 INTERNET ACCESS CUSTOMERS**

*Cogent acquires equipment and T-1 business;
Verio to focus on managed services and higher-bandwidth solutions*

[Washington, D.C. and Englewood, Colo., Dec. 3, 2004] - Cogent Communications Group, Inc. (AMEX: COI), one of the fastest growing Internet service providers in the industry, and Verio Inc., a leading global IP provider and subsidiary of NTT Communications Corp., announced today a joint agreement whereby Cogent will acquire the majority of Verio's T-1 Internet access customers and associated equipment. The transaction includes more than 2,400 business customers.

The acquired customers are located in 23 markets across the United States already served by Cogent. Cogent serves over 85 markets in 11 countries with Tier 1 Internet service delivered over a 22,000 mile fiber optic backbone and over 8,300 miles of metro fiber. In the coming weeks, Cogent will begin migrating the 2,400 dedicated access customers to Cogent's 80 Gigabit Tier 1 optical backbone. The acquisition includes infrastructure to maintain customer connectivity.

"Cogent's core competitive advantage lies in the ownership of our IP-only fiber optic network and our steadfast commitment to provide the lowest priced highest quality Internet service in the industry. This model enables Cogent to turn Verio's T1 access customers into a healthy contributor to Cogent's profitability," said Dave Schaeffer, CEO Cogent Communications. "Cogent has already incurred the cost to complete its network footprint and now our focus is on increasing network utilization, giving Cogent the marketshare to be even more competitive on price and performance. We're committed to deliver to these customers the same high level of performance and service that they currently receive from Verio."

Verio will continue to offer superior quality, high-end Internet access solutions to large network and corporate users, as well as global managed services and hosting solutions. NTT Communications operates its Global Tier 1 IP network in regions including North America, Europe, Asia and Australia. NTT Communications' IP network delivers more connectivity to the Asia-Pacific region than any other provider, and NTT Communications was recently recognized as the 2004 Best Global Carrier at the World Communications Awards.

"Verio and NTT Communications will focus on global hosting, managed services and higher-value Internet access and network solutions to fully leverage the strength of the NTT Communications Global IP Network," said Greg Conley, CEO of Verio. "This will enable Verio and NTT Communications to meet the demands of businesses, organizations and

service providers who require these types of solutions and levels of connectivity, and the highest levels of performance.”

In 2002, Cogent launched T1 and T3 Internet service through the acquisition of PSINet assets. PSINet was the world’s first commercial ISP. The dedicated access business acquired from Verio represents Cogent’s 13th acquisition since 2001 and seventh acquisition this year.

About Cogent Communications

Cogent Communications (AMEX: COI) is a next generation, multinational, Tier 1 ISP. Its facilities based, all-optical network delivers ultra-high speed Internet access and transport services to business and service providers in major metropolitan areas across

North America and Europe. Since opening its doors in 1999, Cogent’s elusive combination of high quality, reliable, low cost bandwidth and superior customer support have enabled Cogent to become one of the fastest growing ISPs in the industry. Cogent was recently ranked as the number one fastest growing company in 2004 in the Washington, DC area by the Washington Business journal for the DC region.

Cogent Communications is headquartered at 1015 31st Street, NW, Washington, D.C. 20007. For more information, visit www.cogentco.com. Cogent Communications can be reached in the United States at (202) 295-4200 or via email at info@cogentco.com.

About Verio

Verio Inc. is a wholly owned subsidiary of NTT Communications (NTT Com), which provides complementary global network access reaching over 200 countries worldwide. Verio is one of the world’s largest operators of Web sites for businesses and a leading provider of global IP solutions. The company offers businesses a broad range of Internet services, including Web hosting, high-end dedicated access and managed service offerings. Verio supports its operations with highly reliable and scalable global infrastructure and systems including the NTT Communications Global IP Network, and provides business technology solutions to customers in more than 146 countries. The combination of Verio and NTT Com offers services to meet the growing and diverse needs of all businesses, including small to medium businesses, large global enterprises and multi-national corporations. More information can be found at www.verio.com and www.ntt.com/index-e.html.

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Information in this release may involve expectations, beliefs, plans, intentions or strategies regarding the future. These forward-looking statements involve risks and uncertainties. All forward-looking statements included in this release are based upon information available to Cogent Communications Group, Inc. as of the date of the release, and we assume no obligation to update any such forward-looking statement. The statements in this release are not guarantees of future performance and actual results could differ materially from our current expectations. Numerous factors could cause or contribute to such differences. Some of the factors and risks associated with our business are discussed in Cogent’s registration statements filed with the Securities and Exchange Commission and in its other reports filed from time to time with the SEC.

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