



DIVISION OF  
CORPORATION FINANCE

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

February 11, 2014

Via E-mail

David Schaeffer  
Chairman and Chief Executive Officer  
Cogent Communications Group, Inc.  
1015 31<sup>st</sup> Street N.W.  
Washington, D.C. 20007

**Re: Cogent Communications Group, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2012**  
**Filed February 27, 2013**  
**Form 10-Q for the Quarterly Period Ended June 30, 2013**  
**Filed August 8, 2013**  
**Forms 8-K filed on February 22, May 7, August 8 and November 8, 2013**  
**File No. 001-31227**

Dear Mr. Schaeffer:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Stephen G. Krikorian

Stephen G. Krikorian  
Accounting Branch Chief