

**LATHAM & WATKINS LLP**

October 27, 2005

*1st  
Version*

Larry Spigel  
Assistant Director  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

**Re: Cbeyond Communications, Inc.  
Registration Statement on Form S-1  
Filed May 16, 2005, as amended to date  
File No. 333-124971**

Dear Mr. Spigel:

In connection with the offering (the "Offering") by Cbeyond Communications, Inc. (the "Company") pursuant to the above-referenced Registration Statement, the underwriters of the Offering have informed us that, due to present market conditions, it would be advisable to reduce the price range of the Offering from \$16.00 to \$18.00 per share, as stated in the preliminary prospectus, to \$13.00 to \$14.00 per share and to increase the number of shares being offered by the Company in the Offering from 6,058,823 shares, as stated in the preliminary prospectus, to 6,104,575 shares.

The reduction of the initial public offering price will have the effect of decreasing the per share dilution to investors who purchase shares in the Offering. In particular, based on the midpoint of the original and revised price ranges for the Offering, the dilution in the net tangible book value to investors who purchase shares in the Offering will decrease from \$13.00 per share to \$10.28 per share.

The changes to the Offering will not affect the Company's leverage, use of proceeds or anticipated revenues. The Company believes, and it has confirmed that the underwriters believe, that the changes to the preliminary prospectus included in Amendment No. 8 do not represent a material adverse change to the disclosure contained in the preliminary prospectus.

The underwriters have confirmed to the Company that they will orally inform their accounts of these changes to the Offering before the accounts are asked to commit to purchase. In particular, the underwriters have confirmed that they will contact their accounts and discuss with them the reduced offering price prior to the confirmation of purchase orders. The underwriters have further advised that all of their confirmations of purchase orders will be

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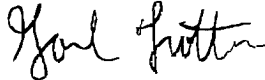
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accompanied by a final prospectus that has been amended to reflect the price and size of the Offering.

As a result, the Company confirms its request to be declared effective today.

If you have any questions or comments with regard hereto, please contact Christopher L. Kaufman at (650) 463-2606 or the undersigned at (202) 637-2165.

Very truly yours,



Joel H. Trotter  
of LATHAM & WATKINS LLP

cc: James F. Geiger  
J. Robert Fugate  
Cbeyond Communications, Inc.  
Michael J. Murdy  
Ernst & Young LLP  
Christopher L. Kaufman  
Latham & Watkins LLP  
John T. Gaffney  
Cravath, Swaine & Moore LLP

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Deutsche Bank Securities Inc.  
60 Wall Street  
New York, New York 10005

October 27, 2005

VIA EDGAR CORRESPONDENCE

Securities and Exchange Commission  
Division of Corporate Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0305  
Attn: Mr. Larry Spiegel

Re: Cbeyond Communications, Inc.  
Registration Statement on Form S-1  
File No. 333-124971

Dear Mr. Spiegel:

The undersigned, Deutsche Bank Securities Inc., is acting as representative of the several underwriters (the "Underwriters") in connection with the offering (the "Offering") of common stock, par value \$0.01 per share, of Cbeyond Communications, Inc. (the "Company") pursuant to the above-captioned Registration Statement on Form S-1. On behalf of the Underwriters, we hereby advise you that, after discussion with the Company and its advisors, we believe that the changes to the preliminary prospectus included in Amendment No. 3 to the Registration Statement do not represent a material adverse change to the disclosure contained in the preliminary prospectus that was previously distributed to prospective investors. We also advise you that the Underwriters will contact their accounts and discuss with them the changes to the Offering prior to the confirmation of purchase orders and that all confirmations of purchase orders by the Underwriters will be accompanied by a final prospectus that reflects the changes to the Offering.

Sincerely,

DEUTSCHE BANK SECURITIES INC.

By: [Signature]  
Name: David Pearson  
Title: Managing Director

By: [Signature]  
Name: Jeffrey M. TAAH  
Title: Managing Director

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**FACSIMILE TRANSMISSION**  
October 27, 2005

To: Derek Swanson  
SEC

Fax: 202-772-9205

Tel:

From: Sapna Mehta

Re: Cbeyond Communications

☐ Original(s) to follow

Number of pages, including cover: 4

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