

COGENT COMMUNICATIONS HOLDINGS, INC.

Form 8-K/A

February 21, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K/A

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 21, 2019 (September 14, 2018)**

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.)

2450 N St NW,

Washington, D.C.

(Address of principal executive offices)

20037

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 14, 2018, the Company filed a Current Report on Form 8-K reporting that Lewis H. Ferguson, III, had been elected and as a Director of the Company as of October 1, 2018 but that he had not been named to any committees of the Board of Directors. On February 20, 2019 the Board of Directors appointed Lewis H. Ferguson, III as a member of the Audit Committee and the Compensation Committee of the Board of Directors. He will serve as the chair of the Audit Committee. Simultaneously, D. Blake Bath left the Audit Committee.

The Audit Committee now consists of Lewis H. Ferguson, III (chair), Marc Montagner and Richard Liebhaber.

The Compensation Committee now consists of Messrs. D. Blake Bath, Steven Brooks, Lewis H. Ferguson, III, Richard Liebhaber, Marc Montagner and Timothy Weingarten.

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 21, 2019

By:

/s/ David Schaeffer
Name: David Schaeffer