

COGENT COMMUNICATIONS HOLDINGS, INC.  
Form DEFA14A  
March 30, 2015

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

COGENT COMMUNICATIONS HOLDINGS, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**COGENT COMMUNICATIONS HOLDINGS, INC.**

**SUPPLEMENT TO THE PROXY STATEMENT  
FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS**

March 30, 2015

Dear Stockholder:

On November 5, 2014, the Board of Directors of the Company announced that on November 3, 2014, it had amended and restated the Bylaws of the Company to add Article 62, stipulating the forum for certain types of litigation, and Article 63, concerning litigation costs (the Amendments ).

On March 27, 2015, certain stockholders of the Company filed a complaint (the Complaint ) in the Court of Chancery of the State of Delaware challenging the authority of the Company's Board of Directors to adopt the Amendments.

On March 30, 2015, in response to the concerns raised by the stockholders in the Complaint, the Board of Directors of the Company voted to rescind its prior action of November 3, 2014 and remove the Amendments from the Bylaws of the Company.

This action by the Board of Directors renders moot the non-binding advisory votes sought by the Board of Directors on Proposal 3, a non-binding advisory vote to approve the amendment to the Bylaws at Article 62, and Proposal 4, a non-binding advisory vote to approve the amendment to the Bylaws at Article 63, both as previously announced in the Company's proxy statement in connection with the 2015 annual meeting of stockholders, as filed with the Securities and Exchange Commission on March 19, 2015.

As a result, the Board of Directors of the Company has decided to withdraw Proposal 3 and Proposal 4 from the agenda for the annual meeting of stockholders scheduled for April 16, 2015, and will no longer seek stockholder approval of Proposal 3 or Proposal 4.

Stockholders do not need to take any action if they have already voted their shares for the annual meeting and included instruction for how to vote on Proposal 3 and Proposal 4. Votes on all other proposals will be tabulated as instructed, and the votes cast on Proposal 3 and Proposal 4 will be disregarded. No new proxy cards are being distributed.

The annual stockholder meeting will be held at 9:00 a.m. on April 16, 2015 at The Company's offices at 1015 31st Street, NW, Washington, D.C. 20007.

Sincerely,

/s/David Schaeffer  
 David Schaeffer  
 Chairman, President and Chief Executive Officer

Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 844,488 shares, representing 20.38% of the 4,144,000 shares outstanding as reported by the Issuer on 10-Q for the quarterly period ended June 30, 2014. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
Gabelli Funds	95,032	2.29%
GAMCO	475,508	11.47%
Teton Advisors	272,748	6.58%
Foundation	1,200	0.03%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 6,200 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities

beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 15, 2014

GGCP, INC.

MARIO J. GABELLI

GABELLI FOUNDATION, INC.

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman

David Goldman

General Counsel – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.

GAMCO INVESTORS, INC.

GABELLI FUNDS, LLC

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

President & Chief Operating Officer – GAMCO Investors, Inc.

President – GAMCO Asset Management Inc.

President & Chief Operating Officer of the sole member of  
Gabelli Funds, LLC

Schedule I

Information with Respect to Executive

Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli	Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Marc J. Gabelli	Chairman of The LGL Group, Inc. 2525 Shader Road Orlando, FL 32804
Matthew R. Gabelli	Vice President – Trading G.research, Inc. One Corporate Center Rye, NY 10580
Charles C. Baum	Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223

Fredric V. Salerno

Chairman;  
Former Vice  
Chairman and  
Chief Financial  
Officer  
Verizon  
Communications

Officers:

Mario J. Gabelli

Chief Executive  
Officer and Chief  
Investment  
Officer

Marc J. Gabelli

President

Silvio A. Berni