

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2025-09-03** | Period of Report: **2025-09-02**
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REPORTING OWNER

Harris Mark Andrew

CIK: **2083050**

Type: **3** | Act: **34** | File No.: **000-51829** | Film No.: **251287925**

Mailing Address

2450 N ST NW

4TH FLOOR

WASHINGTON DC 20037

ISSUER

COGENT COMMUNICATIONS HOLDINGS, INC.

CIK: **1158324** | IRS No.: **522337274** | State of Incorp.: **DE** | Fiscal Year End: **1231**

SIC: **4899** Communications services, nec

Mailing Address

2450 N STREET, NW

WASHINGTON DC 20037

Business Address

2450 N STREET, NW

WASHINGTON DC 20037

2022954200

FORM 3**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVALOMB Number: 3235-0104
Expires: 02/28/2011
Estimated average burden
hours per response 0.5**INITIAL STATEMENT OF BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person Harris Mark Andrew (Last) (First) (Middle) 2450 N ST NW (Street) WASHINGTON, DC 20037 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/ Year) 09/02/2025 | 3. Issuer Name and Ticker or Trading Symbol COGENT COMMUNICATIONS HOLDINGS, INC. [CCOI] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title _____ Other (specify below) _____ VP & Chief Revenue Officer 5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person |
|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|--|---|---|
| common stock | 4,500 ⁽¹⁾ | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/ Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--------------------|--|----------------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. Includes 500 shares of restricted stock which vests in two equal installments on May 1, 2026 and November 1, 2026 and also includes 3,500 shares of restricted stock which vests in seven equal installments on each of May 1 and November 1, through November 1, 2028.

Signatures/s/ Mark Andrew Harris

** Signature of Reporting Person

09/02/2025

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.