

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-08-08** | Period of Report: **2025-08-07**

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REPORTING OWNER

SCHAEFFER DAVE

CIK: **1166976**

Type: **4** | Act: **34** | File No.: **000-51829** | Film No.: **251199318**

Mailing Address
C/O COGENT
COMMUNICATIONS
HOLDINGS, INC.
2450 N ST NW, 4TH FLOOR
WASHINGTON DC 20037

ISSUER

COGENT COMMUNICATIONS HOLDINGS, INC.

CIK: **1158324** | IRS No.: **522337274** | State of Incorporation: **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 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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 SCHAEFFER DAVE	2. Issuer Name and Ticker or Trading Symbol COGENT COMMUNICATIONS HOLDINGS, INC. [CCOI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) CHAIRMAN, CEO, AND PRESIDENT
(Last) (First) (Middle) 2450 N ST NW, 4TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2025	
(Street) WASHINGTON, DC 20037	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) ☒ Form Filed by One Reporting Person ☐ Form Filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock	08/07/2025		S		1,840,669 ⁽¹⁾	D	\$32.6	1,516,052	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

1. The sales reported on this Form 4 represent a non-volitional transfer of Common Stock by the Reporting Person to one of the Reporting Person's lenders effectuated by the lender pursuant to the Reporting Person's margin loan facility. The lender then sold the Common Stock to one of its affiliates at a 7% discount to the then market price.

Signatures

/s/ David Schaeffer

** Signature of Reporting Person

08/08/2025

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.