

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-07-01** | Period of Report: **2025-06-30**

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### REPORTING OWNER

**Kennedy Sheryl Lynn**

CIK: **1790695**

Type: **4** | Act: **34** | File No.: **000-51829** | Film No.: **251097616**

Mailing Address  
C/O COGENT  
COMMUNICATIONS  
HOLDINGS, INC.  
2450 N STREET, N.W.  
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<br><b>Kennedy Sheryl Lynn</b> | 2. Issuer Name and Ticker or Trading Symbol<br><b>COGENT COMMUNICATIONS<br/>HOLDINGS, INC. [CCOI]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle)<br><b>2450 N ST NW, 4TH FLOOR</b>             | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/30/2025</b>                                 |                                                                                                                                                                                                                                                                     |
| (Street)<br><b>WASHINGTON, DC 20037</b>                               | 4. If Amendment, Date Original Filed(Month/Day/Year)                                                  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> 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                    | 06/30/2025                           |                                                    | A                              | 1,968 <sup>(1)</sup> A \$ 0                                       | 12,017                                                                                        | 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                         | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                                                  |                                            |                                                                                                    |                                                                                  |                                                        |

**Explanation of Responses:**

1. The shares of common stock reported reflects a quarterly payment to directors for Q2 2025 service. All shares are owned directly by Ms. Kennedy, a director of Cogent Communications Holdings, Inc.

## Signatures

/s/ Sheryl Kennedy

\*\* Signature of Reporting Person

07/01/2025

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.**