

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
<u>Cogent Communications Holdings, Inc. & Subsidiaries</u>		46-5706863	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
<u>Steven McLernon</u>	<u>(202) 295-4398</u>	<u>smclernon@cogentco.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
<u>2450 N Street, NW</u>		<u>Washington, DC 20037</u>	
8 Date of action		9 Classification and description	
<u>3/24/16; 6/7/16; 9/9/16; 12/9/16</u>		<u>Shareholder distribution classified as partial dividend and partial return of capital</u>	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
<u>19239V302</u>		<u>CCOI</u>	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Cogent Communications Holdings, Inc. (the "Company") paid distributions on each date listed in the "Date of Action" as follows:

- The March 24, 2016 distribution was for \$0.36 per share on 44,459,436 shares.
- The June 7, 2016 distribution was for \$0.37 per share on 44,521,865 shares.
- The September 9, 2016 distribution was for \$0.38 per share on 44,611,708 shares.
- The December 9, 2016 distribution was for \$0.40 per share on 44,568,386 shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The total amount of the four distributions during 2016 was \$67,258,290
The Company had no Accumulated Earnings and Profits ("E&P") at the beginning of 2016 and had \$14,317,294 of current E&P as of December 31, 2016.
21.3% of each of the four 2016 distributions is classified as a dividend.
78.7% of each of the four 2016 distributions is classified as a non-taxable return of capital.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Shareholder's basis in Cogent stock (symbol: CCOI) is reduced by the amount of the distribution classified as a return of capital. Any 2016 distribution amount in excess of the shareholder's basis in Cogent stock is classified as a capital gain.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

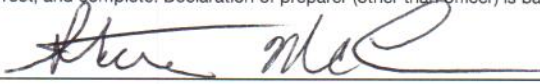
IRC Section 301(c)

18 Can any resulting loss be recognized? ▶ **Not applicable**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **None**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 2/20/17

Print your name ▶ **Steven McLernon** Title ▶ **VP, Tax**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.