

Cogent, Inc.
Form 8-K
November 01, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 29, 2007

COGENT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50947
(Commission
File Number)

95-4305768
(IRS Employer
Identification No.)

209 Fair Oaks Avenue

South Pasadena, California
(Address of Principal Executive Offices)

91030
(Zip Code)

Registrant's telephone number, including area code: **(626) 799-8090**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Edgar Filing: Cogent, Inc. - Form 8-K

- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02. Results of Operations and Financial Condition.

On November 1, 2007, Cogent, Inc. issued a press release announcing its financial results for the three months ended September 30, 2007. A copy of the press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 29, 2007, the Board of Directors of Cogent, Inc. approved an amendment and restatement of Cogent's Bylaws. The purpose of this amendment and restatement was to amend Article V of the Bylaws to comply with Nasdaq's direct registration program requirements. The foregoing description of the Amended and Restated Bylaws is qualified in its entirety by the Amended and Restated Bylaws of Cogent, Inc. attached as Exhibit 3.4 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 3.4 | Amended and Restated Bylaws of Cogent, Inc. |
| 99.1 | Press Release of Cogent, Inc., dated November 1, 2007. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COGENT, INC.

Date: November 1, 2007

By: /s/ Paul Kim

Paul Kim
Chief Financial Officer