

GOLDEN STAR RESOURCES LTD

Form S-8

June 04, 2003

Table of Contents

As filed with the Securities and Exchange Commission on June 4, 2003.

Registration No. 333 -

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

**GOLDEN STAR RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

<b>Canada</b> (State or other jurisdiction of incorporation or organization)	<b>98-0101955</b> (I.R.S. Employer Identification No.)
<b>10579 Bradford Road, Suite 103, Littleton, CO</b> (Address of Principal Executive Offices)	<b>80127-4247</b> (Zip Code)

**EMPLOYEES STOCK BONUS PLAN**  
(Full title of the plan)

<b>Allan J. Marter</b> <b>Chief Financial Officer</b> <b>10579 Bradford Road, Suite 103</b> <b>Littleton, Colorado 80127-4247</b>	<b>With a copy to:</b> <b>Deborah J. Friedman</b> <b>Davis Graham &amp; Stubbs LLP</b> <b>1550 17th Street, Suite 500</b> <b>Denver, Colorado 80202</b>
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(Name and address of agent for service)

<b>(303) 830-9000</b>	<b>(303) 892-9400</b>
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(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

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<b>Title of</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount</b>
<b>securities</b>	<b>maximum</b>	<b>maximum</b>	<b>of</b>
<b>to be</b>	<b>offering</b>	<b>aggregate</b>	<b>registration</b>
<b>registered</b>	<b>price</b>	<b>offering</b>	<b>fee</b>
	<b>per share</b>	<b>price</b>	
<b>Common Shares (without par value)</b>	<b>580,000(1)</b>	<b>\$2.02(2)</b>	<b>\$1,171,600(2)</b>
			<b>\$ 95</b>

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**Notes:**

(1) Amount to be registered consists of Common Shares to be issued pursuant to the Employees Stock Bonus Plan, as amended and restated to April 6, 2000.

(2) Pursuant to Rule 457(h)(1), the price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Shares on May 28, 2003 as quoted on the American Stock Exchange.

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**TABLE OF CONTENTS**

PART II

ITEM 8. EXHIBITS

SIGNATURES

EXHIBIT INDEX

EX-5.1 Opinion/Consent of Field LLP

EX-23.1 Consent of PricewaterhouseCoopers LLP

EX-23.3 Consent of Associated Mining Consultants

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**Table of Contents**

**PART II**

**EXPLANATORY NOTE**

This Registration Statement registers an additional 580,000 common shares, without par value (the Common Shares), of Golden Star Resources Ltd. (the Company), issuable under the Company's Employees Stock Bonus Plan, as amended and restated to April 6, 2000 (the Bonus Plan). The remaining 320,000 Common Shares available under the Bonus Plan were previously registered by Registration Statement on Form S-8 (Reg. No. 033-81614), which Registration Statement is hereby incorporated by reference.

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**Table of Contents****ITEM 8. EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Incorporating Documents of the Company, including: Articles of Arrangement dated May 14, 1992, with Plan of Arrangement attached, with Certificate of Amendment with respect thereto dated May 15, 1992; Certificate of Amendment dated May 15, 1992, with Articles of Amendment; Certificate of Amendment dated March 26, 1993, with Articles of Amendment; Articles of Arrangement dated March 7, 1995, with Plan of Arrangement attached, with Certificate of Amendment with respect thereto dated March 14, 1995; Certificate of Amendment dated July 29, 1996, with Articles of Amendment; and Certificate of Amendment dated July 10, 2002, with Articles of Amendment (all incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on January 23, 2003)
4.2	Bylaws of the Company, including: Bylaw Number One, amended and restated as of April 3, 2002 (2); Bylaw Number Two, effective May 15, 1992 (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on January 23, 2003); and Bylaw Number Three, effective May 15, 1992 (incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on January 23, 2003)
4.3	Rights Agreement dated as of April 24, 1996, between the Company and the R-M Trust Company as Rights Agent (incorporated by reference to Exhibit 4.3 to the Company's Form 8-K filed on January 23, 2003); Amendment to Rights Agreement between the Company and CIBC Mellon Trust Company (formerly, the R-M Trust Company) dated as of June 30, 1999 (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the period ended June 30, 1999)
4.4	Form of Specimen Certificate for Common Shares (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3/A (Reg. No. 333-91666), filed on July 15, 2002)
4.5	Employees' Stock Bonus Plan, amended and restated to April 6, 2000 (incorporated by reference to Exhibit 10(j) to the Company's Form 10-K for the year ended December 31, 2000)
5.1	Opinion of Field LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Field LLP (included in Exhibit 5.1)
23.3	Consent of Associated Mining Consultants Ltd.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on the 29<sup>th</sup> day of May, 2003.

**GOLDEN STAR RESOURCES LTD.**

By: /s/ PETER J. BRADFORD

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 Peter J. Bradford  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on May 29, 2003.

<u>Signature</u>	<u>Title</u>
<p>/s/ ROBERT R. STONE</p> <p>_____                      Robert R. Stone</p>	<p>Chairman of the Board of Directors</p>
<p>/s/ PETER J. BRADFORD</p> <p>_____                      Peter J. Bradford</p>	<p>President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)</p>
<p>/s/ DAVID K. FAGIN</p> <p>_____                      David K. Fagin</p>	<p>Director</p>
<p>/s/ IAN MACGREGOR</p> <p>_____                      Ian MacGregor</p>	<p>Director</p>
<p>/s/ JAMES E. ASKEW</p> <p>_____                      James E. Askew</p>	<p>Director</p>
<p>/s/ ALLAN J. MARTER</p> <p>_____                      Allan J. Marter</p>	<p>Senior Vice President and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)</p>

Table of Contents**EXHIBIT INDEX**

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