

GOLDEN STAR RESOURCES LTD

Form 8-K

January 23, 2003

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**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): **January 22, 2003**

**GOLDEN STAR RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

**CANADA**

(State or other jurisdiction of  
incorporation or organization)

**1-12284**

(Commission  
File Number)

**98-0101955**

(I.R.S. Employer  
Identification Number)

**10579 Bradford Road, Suite 103  
Littleton, Colorado**

(Address of principal executive offices)

**80127-4247**

(Zip Code)

Registrant's telephone number, including area code: **(303) 830-9000**

**No Change**

(Former name or former address, if changed since last report)

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Explanatory Note

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-4.1 Articles

EX-4.2 Bylaw Number Two and Bylaw Number Three

EX-4.3 Rights Agreement dated April 24, 1996

EX-10.1 Summary of Executive Management Bonus Plan

EX-10.2 Amended & Restated Stock Option Plan

EX-10.3 Form of Indemnification Agreement

EX-10.4 Summary of Severance Arrangements

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**Explanatory Note**

This Report on Form 8-K is filed for the purpose of filing the exhibits listed. Certain of these exhibits were previously filed in paper or electronic format.

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**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) *Financial statements by businesses acquired.*

Not Applicable.

(b) *Pro forma financial information.*

Not Applicable.

(c) *Exhibits.*

| Exhibit<br>No. | Description   |
|----------------|---|
| 4.1            | 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 |
| 4.2            | Bylaw Number Two, effective May 15, 1992 and Bylaw Number Three, effective May 15, 1992   |
| 4.3            | Rights Agreement dated as of April 24, 1996, between the Company and the R-M Trust Company as Rights Agent  |
| 10.1           | Summary of Executive Management Performance Bonus Plan  |
| 10.2           | Amended and Restated 1997 Stock Option Plan, effective as of April 3, 2002  |
| 10.3           | Form of Indemnification Agreement between the Company and its officers and directors  |
| 10.4           | Summary of Severance Arrangements between the Company and certain executive officers  |

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**SIGNATURE**

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.

Date: January 22, 2003

**Golden Star Resources Ltd.**

By: */s/ Allan J. Marter*

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Allan J. Marter  
Senior Vice President and Chief Financial  
Officer

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