

GOLDEN STAR RESOURCES LTD

Form S-8

September 14, 2004

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As filed with the Securities and Exchange Commission on September 14, 2004

Registration No. 333 -

**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)

Canada
(State or other jurisdiction of
incorporation or organization)

98-0101955
(I.R.S. Employer
Identification No.)

10901 West Toller Drive, Suite 300, Littleton, CO
(Address of Principal Executive Offices)

80127-6312
(Zip Code)

Second Amended and Restated 1997 Stock Option Plan
(Full title of the plan)

Allan J. Marter
Chief Financial Officer
10901 West Toller Drive, Suite 300
Littleton, Colorado 80127-6312

With a copy to:
Deborah J. Friedman
Michelle H. Shepston
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202

(Name and address of agent for service)

(303) 830-9000

(303) 892-9400

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of	Proposed maximum	Proposed maximum
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securities to be registered	Amount to be registered	offering price per share	aggregate offering price	Amount of registration fee
Common Shares (without par value)	6,000,000 (1)	\$4.32(2)	\$25,920,000(2)	\$3,284(4)
Rights to Purchase Common Shares (3)	-	-	-	-

Notes:

- (1) Amount to be registered consists of Common Shares to be issued pursuant to the Second Amended and Restated 1997 Stock Option Plan.
- (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 September 8, 2004 as quoted on the American Stock Exchange.
- (3) The Rights are attached to and transferred with the Common Shares. The value attributable to the Rights, if any, is reflected in the value of the Common Shares.
- (4) A filing fee of \$110,965 was paid in connection with the filing of Registration Statement No. 333-116350, which was filed on June 10, 2004, and \$3,284 of this filing fee is offset, pursuant to Rule 457(p) of the Securities Act of 1933, against the filing fee due in connection with this Registration Statement.

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Opinion and Consent of Fasken Martineau DuMoulin LLP

Consent of PricewaterhouseCoopers LLP

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EXPLANATORY NOTE

This Registration Statement registers 6,000,000 additional common shares, without par value (the Common Shares), of Golden Star Resources Ltd. (the Company) issuable under the Company s Second Amended and Restated 1997 Stock Option Plan. The remaining 9,000,000 Common Shares issuable under the Company s Second Amended and Restated 1997 Stock Option Plan have been previously registered by Registration Statement on Form S-8, No. 333-105821, which registration statement is hereby incorporated by reference.

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ITEM 8. EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Fasken Martineau DuMoulin LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1)

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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 10th day of September, 2004.

GOLDEN STAR RESOURCES LTD.

By: /s/ Peter J. Bradford
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 September 10, 2004.

Signature	Title
<u>/s/ Ian MacGregor</u> Ian MacGregor	Chairman of the Board of Directors
<u>/s/ Peter J. Bradford</u> Peter J. Bradford	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)
<u>/s/ James E. Askew</u> James E. Askew	Director
<u>/s/ David K. Fagin</u> David K. Fagin	Director
<u>/s/ Lars-Eric Johansson</u> Lars-Eric Johansson	Director
<u>/s/ Michael P. Martineau</u> Michael P. Martineau	Director

/s/ Allan J. Marter

Senior Vice President and Chief Financial Officer (*Principal Financial and Accounting Officer*)

Allan J. Marter

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