

GOLDEN STAR RESOURCES LTD
Form 8-K
December 19, 2003

**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): **December 18, 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)

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

(c) *Exhibits.*

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement dated December 18, 2003 among Golden Star Resources Ltd., BMO Nesbitt Burns Inc., Orion Securities Inc., Canaccord Capital Corporation, National Bank Financial Inc., RBC Dominion Securities Inc. and Westwind Partners Inc. |
| 1.2 | Agency Agreement dated December 18, 2003 among Golden Star Resources Ltd., Harris Nesbitt Corp., Orion Securities (USA) Inc., Canaccord Capital Corporation (USA) Inc., NBF Securities (USA) Corp. and RBC Dain Rauscher Inc. |

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: December 19, 2003

Golden Star Resources Ltd.

By: /s/ Allan J. Marter
 Allan J. Marter
 Senior Vice President and Chief Financial
 Officer

EXHIBIT INDEX

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