

GOLDEN STAR RESOURCES LTD

Form 8-K

February 11, 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): **February 10, 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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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-1.1 Underwriting Agreement

EX-1.2 U.S. Agency Agreement

EX-23.1 Consent of Stikeman Elliott LLP

EX-23.2 Consent of Field Atkinson Perraton LLP

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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 No. | Description |
|------------------------|--|
| 1.1 | Underwriting Agreement dated February 10, 2003 among Golden Star Resources Ltd, Canaccord Capital Corporation and BMO Nesbitt Burns Inc. |
| 1.2 | U.S. Agency Agreement dated February 10, 2003 among Golden Star Resources Ltd., Canaccord Capital Corporation (USA) Inc. and BMO Nesbitt Burns Corp. |
| 23.1 | Consent of Stikeman Elliott LLP |
| 23.2 | Consent of Field Atkinson Perraton LLP |

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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: February 10, 2003

Golden Star Resources Ltd.

By: */s/ Allan J. Marter*

Allan J. Marter
Senior Vice President and Chief Financial
Officer

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