

GOLDEN STAR RESOURCES LTD.

Filed by
KNOTT DAVID M

FORM SC 13G/A (Amended Statement of Ownership)

Filed 02/12/01

Telephone	416 583 3800
CIK	0000903571
Symbol	GSS
SIC Code	1040 - Gold And Silver Ores
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

GOLDEN STAR RESOURCES LTD

FORM SC 13G/A (Amended Statement of Ownership)

Filed 2/12/2001

Address	10901 WEST TOLLER DRIVE SUITE 300 LITTLETON, Colorado 80127
Telephone	303-830-9000
CIK	0000903571
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULES 13d-1(b),(c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)**

(Amendment No. 3)/1/

GOLDEN STAR RESOURCES LTD.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

38119T104
(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Knott Partners, L.P.
T.I.N. #11-2835793

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey, U.S.A.

	5.	SOLE VOTING POWER:
NUMBER OF		2,201,829
SHARES		
	6.	SHARED VOTING POWER:
BENEFICIALLY		0
OWNED BY		
	7.	SOLE DISPOSITIVE POWER:
EACH		2,201,829
REPORTING		
PERSON		
	8.	SHARED DISPOSITIVE POWER:
WITH		0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
2,201,829

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.5%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David M. Knott
S.S. #134-34-3253

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

	5.	SOLE VOTING POWER:
NUMBER OF		2,201,829
SHARES		
	6.	SHARED VOTING POWER:
BENEFICIALLY		1,172,571
OWNED BY		
EACH	7.	SOLE DISPOSITIVE POWER:
REPORTING		2,201,829
PERSON		
	8.	SHARED DISPOSITIVE POWER:
WITH		1,285,885

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
3,487,714

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.5%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

Golden Star Resources Ltd.

Item 1(b) Address of Issuer's Principal Executive offices:

10579 Bradford Road, Suite 103
Littleton, Colorado 80127

Item 2(a) Name of Person Filing:

1. Knott Partners, L.P.
2. David M. Knott

Item 2(b) Address of Principal Business Office or, if none, residence:

1. 485 Underhill Boulevard, Suite 205
Syosset, New York 11791
2. 485 Underhill Boulevard, Suite 205
Syosset, New York 11791

Item 2(c) Citizenship:

1. New Jersey (Place of Organization)
2. United States of America

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

38119T104

- Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Exchange Act;
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
 - (d) Investment company registered under Section 8 of the Investment Company Act;
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan, or endowment fund in accordance with rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company, or control person, in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant Rule 13d-1(c), check this box

Item 4 Ownership:

- 1. Knott Partners, L.P.
 See Rows 5 through 9 and 11 on the corresponding cover page for this person.
- 2. David M. Knott
 See Rows 5 through 9 and 11 on the corresponding cover page for this person.

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

- Item 6 Ownership of More than Five Percent on Behalf of Another Person
- Persons, other than the Reporting Persons hereunder, have the right to receive or the power to direct the receipt of dividends, or the proceeds from the sale, of the securities reported herein other than the securities owned by Knott Partners, L.P.
- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
- N/A
- Item 8 Identification and Classification of Members of the Group
- N/A
- Item 9 Notice of Dissolution of Group
- N/A

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

KNOTT PARTNERS, L.P.

February 12, 2001

Date

/S/ David M. Knott

Signature

David M. Knott/General Partner

Name/Title

February 12, 2001

Date

/S/ David M. Knott

Signature

David M. Knott

Name

End of Filing

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