

GOLDEN STAR RESOURCES LTD.

FORM 8-K (Current report filing)

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

**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): November 8, 2007

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)

**10901 West Toller Drive,
Suite 300
Littleton, Colorado**
(Address of principal executive offices)

80127-6312
(Zip Code)

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

No Change

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On November 8, 2007, Golden Star Resources Ltd. issued a press release announcing that it had completed the sale of US\$125 million 4.0% Convertible Senior Unsecured Debentures due November 30, 2012. A copy of the press release is furnished as Exhibit 99.1 to this Current Report in accordance with Rule 135c of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Golden Star, dated November 8, 2007, announcing completion of the sale of its Convertible Senior Unsecured Debentures.

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: November 8, 2007

Golden Star Resources Ltd.

By: /s/ Roger Palmer

Roger Palmer

Vice President and Controller

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Golden Star, dated November 8, 2007, announcing completion of the sale of its Convertible Senior Unsecured Debentures.

**GOLDEN STAR COMPLETES SALE OF
US\$125 MILLION CONVERTIBLE SENIOR UNSECURED DEBENTURES**

Denver— (Business Wire)- November 8, 2007- Golden Star Resources Ltd. (AMEX: GSS; TSX: GSC) (“Golden Star”) today announced that it has completed the sale of US\$125 million aggregate principal amount of 4.0% Convertible Senior Unsecured Debentures due November 30, 2012 (the “Debentures”). The Debentures were sold to qualified institutional buyers in the United States in reliance on Rule 144A of the U.S. Securities Act of 1933, as amended (the “Securities Act”) and on a private placement basis in Canada to accredited investors pursuant to applicable Canadian prospectus exemptions and in reliance on Regulation S under the Securities Act.

The net proceeds of the offering were US\$121,250,000. Golden Star has used US\$61.76 million of the net proceeds to repay its existing US\$50 million aggregate principal amount 6.85% senior convertible notes due April 15, 2009, and intends to use the balance for property development and general corporate purposes.

The Debentures, and the common shares issuable upon conversion of the Debentures, have not been registered under the Securities Act or the securities laws of any other jurisdiction, and may not be offered or sold in the United States without registration under, or an applicable exemption from, the registration requirements of the Securities Act, and will be subject to resale restrictions in Canada.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

***Statements Regarding Forward-Looking Information:** Some statements contained in this news release are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other applicable securities laws. Investors are cautioned that forward-looking statements are inherently uncertain and involve risks and uncertainties that could cause actual results to differ materially, including comments regarding the use of proceeds from the offering. Actual results may differ materially from those presented. Factors that could cause results to differ materially include fluctuations in gold price. Golden Star assumes no obligation to update this information. There can be no assurance that future developments affecting Golden Star will be those anticipated by management. Please refer to the discussion of risk factors in our Form 10-K for the year ended December 31, 2006, as amended.*

For further information, please contact:

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Anne Hite, Investor Relations Manager