

GOLDEN STAR RESOURCES LTD.

FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 12/11/03

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 S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 12/11/2003

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

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON December 11, 2003

REGISTRATION NO. 333-33237

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 2 to
FORM S-3
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.)

10579 Bradford Road, Suite 103
Littleton, Colorado, 80127-4247
(303) 830-9000

(Address, including zip code, and telephone number, including area code, of principal executive offices)

Allan J. Marter, Chief Financial Officer
Golden Star Resources Ltd.
10579 Bradford Road, Suite 103
Littleton, Colorado, 80127-4247
(303) 830-9000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With Copies To
Deborah J. Friedman
Michelle H. Shepston
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with a dividend or interest reinvestment plan, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. 333-33237

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Shares, without par value	1,000,000 shares	\$7.50	\$7,500,000	\$606.75

- (1) This Registration Statement relates to the Registrant's Registration Statement on Form S-3, as amended (Registration No. 333-33237) (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, \$7,500,000 in additional securities, having a proposed maximum aggregate offering price of no more than 20% of the proposed maximum aggregate offering price of the securities eligible to be sold under the Prior Registration Statement, is registered hereby.
- (2) Calculated in accordance with Rule 457(a) of the Securities Act of 1933 on the basis of \$7.50, the offering price set forth on the cover page of the Registrant's Preliminary Prospectus dated December , 2003, relating to the offering pursuant to the Prior Registration Statement of 6,600,000 Common Shares.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is filed by Golden Star Resources Ltd. with the Securities and Exchange Commission pursuant to Rule 462 (b) under the Securities Act of 1933. The contents of our registration statement on Form S-3, as amended (Registration No. 333-33237), relating to the offering of \$100,000,000 of Common Shares, Preferred Shares, Convertible Debt Securities, and Warrants, are hereby incorporated herein by reference. This registration statement is filed solely for the purpose of registering an additional 1,000,000 Common Shares.

The required exhibits are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 2 to Registration Statement No. 333-33237 to be signed on its behalf by the undersigned, thereunto duly authorized, in Littleton, Colorado, on December 11, 2003.

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 Post-Effective Amendment No. 2 to Registration Statement

No. 333-33237 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>ROBERT R. STONE*</u> Robert R. Stone	Chairman of the Board of Directors	December 11, 2003
<u>/s/ PETER J. BRADFORD</u> Peter J. Bradford	President, Chief Executive Officer and Director (Principal Executive Officer)	December 11, 2003
<u>DAVID K. FAGIN*</u> David K. Fagin	Director	December 11, 2003
<u>IAN MACGREGOR*</u> Ian MacGregor	Director	December 11, 2003
<u>JAMES E. ASKEW*</u> James E. Askew	Director	December 11, 2003
<u>/s/ ALLAN J. MARTER</u> Allan J. Marter	Chief Financial Officer (Principal Financial and Accounting Officer)	December 11, 2003
* By <u>/s/ PETER J. BRADFORD</u> Peter J. Bradford Attorney in fact for each of the directors		

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Field LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Field LLP (see Exhibit 5.1)
24.1	Powers of Attorney*

* Previously filed.

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[SIGNATURES](#)
[EXHIBIT INDEX](#)

Exhibit 5.1

[FIELD LLP LETTERHEAD]

December 11, 2003

**THE BOARD OF DIRECTORS OF
GOLDEN STAR RESOURCES LTD.**

Suite 103, 10579 Bradford Road
Littleton, Colorado 80127-4247
U.S.A.

Dear Sirs:

Re: Golden Star Resources Ltd.

We have acted as Canadian counsel for Golden Star Resources Ltd., a corporation organized under the federal laws of Canada, (the "Corporation") in connection with the filing of a Post-Effective Amendment No. 2 to a Registration Statement on Form S-3 (File No. 333-33237) (the "Registration Statement") with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended, relating to the registration of 1,000,000 additional common shares, without par value, of the Corporation (the "Securities") under the Securities Act of 1933.

We have examined such documents and have considered such questions of law as we have determined relevant and necessary as a basis for the opinions hereinafter set forth. As to various questions of fact material to such opinions and which were not independently established, we have relied upon a certificate of an officer of the Corporation, a copy of which has been delivered to you today.

In such examination we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified, notarial or true copies or reproductions.

We are qualified to practice law only in the Province of Alberta and our opinions herein are restricted to the laws of the Province of Alberta and the federal laws of Canada applicable therein, as of the date of this opinion. We do not undertake to advise the addressee hereof as to any changes in the laws of the Province of Alberta and the federal laws of Canada applicable therein after the date of this opinion.

Based on the foregoing, it is our opinion that the Securities, if and when duly authorized by the Corporation in accordance with its constating documents and issued as described in the Registration Statement will, upon such issuance, be legally issued as fully paid and non-assessable.

This opinion is being furnished for the sole benefit of the addressee hereof and may not be used, circulated, quoted, relied upon, distributed, or otherwise referred to by any other person or entity or for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Registration Statement.

Yours truly,

/s/ Field LLP

FIELD LLP

Exhibit 23.1

[PRICEWATERHOUSECOOPERS LETTERHEAD]

December 11, 2003

Consent of Independent Auditors

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 19, 2003 relating to the consolidated financial statements which appears in Golden Star Resources Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2002.

/s/ PricewaterhouseCoopers LLP

Chartered Accountants

End of Filing

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