

# GOLDEN STAR RESOURCES LTD.

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 09/14/04

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

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**

**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.)

**10901 West Toller Drive, Suite 300, Littleton, CO**  
(Address of Principal Executive Offices)

**80127-6312**  
(Zip Code)

**Second Amended and Restated 1997 Stock Option Plan**  
(Full title of the plan)

**Allan J. Marter**  
**Chief Financial Officer**  
**10901 West Toller Drive, Suite 300**  
**Littleton, Colorado 80127-6312**

**With a copy to:**  
**Deborah J. Friedman**  
**Michelle H. Shepston**  
**Davis Graham & Stubbs LLP**  
**1550 Seventeenth Street, Suite 500**  
**Denver, Colorado 80202**

(Name and address of agent for service)

**(303) 830-9000**

**(303) 892-9400**

(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares (without par value)	6,000,000 (1)	\$4.32(2)	\$25,920,000(2)	\$3,284(4)
Rights to Purchase Common Shares (3)	-	-	-	-

**Notes:**

- (1) Amount to be registered consists of Common Shares to be issued pursuant to the Second Amended and Restated 1997 Stock Option Plan.
- (2) Pursuant to Rule 457(h)(1), the price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Shares on September 8, 2004 as quoted on the American Stock Exchange.
- (3) The Rights are attached to and transferred with the Common Shares. The value attributable to the Rights, if any, is reflected in the value of the Common Shares.

(4) A filing fee of \$110,965 was paid in connection with the filing of Registration Statement No. 333-116350, which was filed on June 10, 2004, and \$3,284 of this filing fee is offset, pursuant to Rule 457(p) of the Securities Act of 1933, against the filing fee due in connection with this Registration Statement.

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Consent of PricewaterhouseCoopers LLP

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**EXPLANATORY NOTE**

This Registration Statement registers 6,000,000 additional common shares, without par value (the “Common Shares”), of Golden Star Resources Ltd. (the “Company”) issuable under the Company’s Second Amended and Restated 1997 Stock Option Plan. The remaining 9,000,000 Common Shares issuable under the Company’s Second Amended and Restated 1997 Stock Option Plan have been previously registered by Registration Statement on Form S-8, No. 333-105821, which registration statement is hereby incorporated by reference.

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### ITEM 8. EXHIBITS

Exhibit No.	Description
5.1	Opinion of Fasken Martineau DuMoulin LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado, on the 10<sup>th</sup> day of September, 2004.

**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 registration statement has been signed by the following persons in the capacities indicated on September 10, 2004.

<u>Signature</u>	<u>Title</u>
<u>/s/ Ian MacGregor</u> Ian MacGregor	Chairman of the Board of Directors
<u>/s/ Peter J. Bradford</u> Peter J. Bradford	President, Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )
<u>/s/ James E. Askew</u> James E. Askew	Director
<u>/s/ David K. Fagin</u> David K. Fagin	Director
<u>/s/ Lars-Eric Johansson</u> Lars-Eric Johansson	Director
<u>/s/ Michael P. Martineau</u> Michael P. Martineau	Director
<u>/s/ Allan J. Marter</u> Allan J. Marter	Senior Vice President and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )





**EXHIBIT INDEX**

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**Fasken Martineau DuMoulin LLP**  
Barristers and Solicitors  
Patent and Trade-mark Agents

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Box 20, Toronto Dominion Centre  
Toronto, Ontario, Canada M5K 1N6



416 366 8381 Telephone  
416 364 7813 Facsimile

September 13, 2004

THE BOARD OF DIRECTORS OF  
GOLDEN STAR RESOURCES LTD.  
10901 West Toller Drive  
Suite 300  
Littleton, Colorado  
80127-6312  
U.S.A.

Dear Sirs:

**Re: Golden Star Resources Ltd.**

We have acted as Canadian counsel for Golden Star Resources Ltd., a Canadian corporation, (the "Corporation") in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 relating to the registration by the Corporation of 6,000,000 common shares (the "Shares") issuable pursuant to the Corporation's Amended and Restated 1997 Stock Option Plan (the "Plan").

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.

Our opinions herein are restricted to the laws of the Province of Ontario 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 Ontario or the federal laws of Canada applicable therein after the date of this opinion.

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Based on the foregoing, it is our opinion that the Shares are duly and validly authorized and, when issued as contemplated by the Plan, will be legally issued, 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.

Yours truly,

*Fisher Montreux DuMoulin LLP*



[PRICEWATERHOUSE COOPERS LLP LETTERHEAD]

Consent of Independent Auditors

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Golden Star Resources Ltd., of our report dated January 29, 2004 relating to the financial statements, which appears in the company's Annual Report on Form 10-K for the year ended December 31, 2003.

PricewaterhouseCoopers LLP

CHARTERED ACCOUNTANTS  
Calgary, Canada  
September 13, 2004