

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): February 2, 2010

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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Effective February 2, 2010, Messrs. Christopher M.T. Thompson and Robert E. Doyle were appointed to the Board of Directors of Golden Star Resources Ltd. (the "Company").

Upon appointment, the Board of Directors granted each of Messrs. Thompson and Doyle 100,000 options to purchase common shares of the Company, vesting immediately at an exercise price of Cdn\$3.19 (the closing price of the Company's common stock on the Toronto Stock Exchange on February 1, 2010). The grants were made pursuant to the Company's Second Amended and Restated 1997 Stock Option Plan. For their service as non-employee directors, Messrs. Thompson and Doyle will participate in the Company's standard non-employee director compensation arrangements. Non-employee director compensation for 2010 has been established at \$110,000 for each director (other than chairman of the Board and chairmen of committees), paid in cash in quarterly installments in arrears. The annual compensation does not include any stock options, with the exception of the one-time award granted to new directors.

A copy of the press release issued by the Company announcing the appointment of Messrs. Thompson and Doyle is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.*(d) Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Golden Star Resources Ltd., dated February 3, 2010, announcing the appointment of Messrs. Christopher M.T. Thompson and Robert E. Doyle to the Board of Directors



TSX: GSC; NYSE Amex: GSS**NEWS RELEASE****WWW.GSR.COM**

Golden Star Appoints Two New Directors

DENVER, COLORADO, Feb 03, 2010 (MARKETWIRE via COMTEX) — Golden Star Resources Ltd. (TSX: GSC)(NYSE Amex: GSS) (GSE: GSR) announced today that Mr. Robert E. Doyle and Mr. Christopher M.T. Thompson have joined the Board of Directors effective immediately.

Mr. Doyle has more than 30 years experience in all facets of international resource exploration, development and production with companies including Falconbridge Limited, Lac Minerals Ltd., Bolivar Gold Corp., and most recently Medoro Resources Ltd. of which he is a founder and director. He is a chartered accountant and has served as the chief financial officer of a number of public companies.

Mr. Thompson has 40 years of experience in international mining including positions held with Anglo American Corporation; investment banking institutions; Chairman of the World Gold Council and Chairman and Chief Executive Officer of Goldfields Limited. Mr. Thompson's current directorships include Teck Resources Limited and Ram Power, Corp.

Tom Mair, President and CEO stated, "We are very fortunate to have added strength to the Board with two individuals having the experience, stature and reputation in the mining industry that Rob Doyle and Chris Thompson each have. They can be expected to make a significant contribution to Golden Star's future. On behalf of management, the Board and the stockholders, we welcome them as directors."

COMPANY PROFILE

Golden Star holds a 90% equity interest in Golden Star (Bogoso/Prestea) Limited and Golden Star (Wassa) Limited, which respectively own the Bogoso/Prestea and Wassa open-pit gold mines through subsidiaries in Ghana. In addition, Golden Star has an 81% interest in the currently inactive Prestea Underground mine in Ghana, as well as gold exploration interests elsewhere in Ghana, in other parts of West Africa and in the Guiana Shield of South America. Golden Star has approximately 257 million shares outstanding.

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. There can be no assurance that future developments affecting the Company will be those anticipated by management. Please refer to the discussion of risk factors in our Form 10-K for 2008 and the quarterly reports on Form 10-Q filed in 2009.

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SOURCE: GOLDEN STAR RESOURCES LTD.