

GOLDEN STAR RESOURCES LTD.

Filed by

DAWSON CAPITAL MANAGEMENT INC /CT

FORM SC 13D

(Statement of Beneficial Ownership)

Filed 11/08/96

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 13D (Statement of Beneficial Ownership)

Filed 11/8/1996

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

GOLDEN STAR RESOURCES, LTD.

(Name of Issuer)

Common
(Title of Class of Securities)

38119T104
(CUSIP Number)

Dawson-Samberg Capital Management, Inc., 354 Pequot Ave., Southport CT 06490
203/254-0091

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 1, 1996

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box o.

Check the following box if a fee is being paid with this statement X. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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 ("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 Person DAWSON-SAMBERG CAPITAL MANAGEMENT, INC.

IRS Identification No. of Above Person 06-1033494

2 Check the Appropriate Box if a Member of a Group (a) o
(b) o
3 SEC USE ONLY
4 Source of Funds 00
5 Check Box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e)
6 Citizenship or Place of Organization CONNECTICUT

7 Sole Voting Power 141,500

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8 Shared Voting Power

9 Sole Dispositive Power 141,500

10 Shared Dispositive Power

11 Aggregate Amount Beneficially Owned by Each Reporting Person 141,500

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13 Percent of Class Represented by Amount in Row 11 .55

14 Type of Reporting Person IA

1 Name of Reporting Person PEQUOT GENERAL PARTNERS

2 IRS Identification No. of Above Person 06-1321556
Check the Appropriate Box if a Member of a Group (a) o

(b) o

3 SEC USE ONLY

4 Source of Funds AF

5 Check Box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization CONNECTICUT

7 Sole Voting Power 496,900

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8 Shared Voting Power

9 Sole Dispositive Power 496,900

10 Shared Dispositive Power

11 Aggregate Amount Beneficially Owned by Each Reporting Person 496,900

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13 Percent of Class Represented by Amount in Row 11 1.93

14 Type of Reporting Person PN

1 Name of Reporting Person DS INTERNATIONAL PARTNERS. L.P.

2 IRS Identification No. of Above Person 06-1324895
Check the Appropriate Box if a Member of a Group (a) o

(b) o

3 SEC USE ONLY

4 Source of Funds AF

5 Check Box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization DELAWARE

7 Sole Voting Power
430,900

NUMBER OF
SHARES

BENEFICIALLY

**OWNED BY EACH
REPORTING
PERSON WITH**

8 Shared Voting Power

9 Sole Dispositive Power 430,900

10 Shared Dispositive Power

11 Aggregate Amount Beneficially Owned by Each Reporting Person 430,900

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13 Percent of Class Represented by Amount in Row 11 1.67

14 Type of Reporting Person PN

1 Name of Reporting Person PEQUOT ENDOWMENT PARTNERS, L.P.

2 IRS Identification No. of Above Person 06-1383498
Check the Appropriate Box if a Member of a Group (a)

(b)

3 SEC USE ONLY

4 Source of Funds AF

5 Check Box if Disclosure of Legal Proceedings is
Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization DELAWARE

7 Sole Voting Power 301,300

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8 Shared Voting Power

9 Sole Dispositive Power 301,300

10 Shared Dispositive Power

11 Aggregate Amount Beneficially Owned by Each Reporting Person 301,300

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13 Percent of Class Represented by Amount in Row 11 1.17

14 Type of Reporting Person PN

ITEM 1. SECURITY AND ISSUER

This Statement relates to the Common Shares, (the "Shares") of Golden Star Resources, Ltd. ("GAR"), a Canadian corporation. GSR's principal executive office is located at One Norwest Center, 1700 Lincoln Street, Suite 1950, Denver, CO 80203.

ITEM 2. IDENTITY AND BACKGROUND

This statement is being filed on behalf of Dawson-Samberg Capital Management, Inc. ("Dawson-Samberg"), a Connecticut corporation, Pequot General Partners, a Connecticut partnership, Pequot Endowment Partners, L.P., a Delaware partnership and DS International Partners, L.P., a Delaware partnership (collectively, the "Reporting Persons"). The principal business of Dawson-Samberg, an investment adviser registered under the Investment Advisers Act of 1940, is to act as investment adviser to certain managed accounts. The principal shareholders at Dawson-Samberg are Messrs. Jonathan T. Dawson and Arthur J. Samberg. The sole business of Pequot General Partners is to serve as the general partner of Pequot Partners Fund, L.P. ("Pequot"), a limited partnership formed under the laws of Delaware to invest and trade primarily in securities and financial instruments. Messrs. Dawson and Samberg are general partners of Pequot General Partners. The sole business of Pequot Endowment Partners, L.P. is to serve as the investment manager of Pequot Endowment Fund, L.P. ("Pequot Endowment"), a partnership formed under the laws of Delaware to invest and trade primarily in securities and financial instruments. Messrs. Dawson and Samberg are general partners of Pequot Endowment Partners, L.P. The sole business of DS International Partners, L.P. is to serve as the investment manager of Pequot International Fund, Inc. ("Pequot International") a corporation formed under the laws of British Virgin Islands to invest and trade primarily in securities and financial instruments. Messrs. Dawson and Samberg are general partners of DS International Partners, L.P. The business address of the Reporting Persons is 354 Pequot Avenue, Southport, CT 06490.

None of the Reporting Persons, their respective General Partners, officers, directors or controlling persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors)

None of the Reporting Persons, their respective General Partners, officers, directors or controlling persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of the date hereof, the Reporting Persons beneficially own in the aggregate 1,370,600 Shares. Of the 1,370,600 Shares, 496,900 shares are owned by Pequot, 141,500 shares are held in managed accounts for which Dawson-Samberg acts as investment adviser, 430,900 shares are owned by Pequot International, and 301,300 shares are owned by Pequot Endowment. The 1,370,600 shares were purchased in open market transactions at an aggregate cost of \$18,395,530. The funds for the purchase of Shares held by Pequot, Pequot Endowment, and Pequot International were obtained from the contributions of their various partners/shareholders. The funds for the acquisition of the Shares held by the managed accounts came from their own funds.

ITEM 4. PURPOSE OF TRANSACTION

The Shares held by the above-mentioned entities were acquired for, and are being held for, investment purposes. The acquisitions of the Shares described herein were made in the ordinary course of the Reporting Person's business or investment activities, as the case may be. The Reporting Person, on behalf of the above mentioned entities, reserves the right to purchase additional Shares or to dispose of the Shares in the open market or in privately negotiated transactions or in any other lawful manner in the future, including engaging in short sales of the Shares, and to take whatever action with respect to each of such entities' holdings of the Shares it deems to be in the best interests of such entities.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) (b) (c) As of the date hereof, the Reporting Persons beneficially own in the aggregate 1,370,600 Shares. These Shares represent approximately 5.32% of the 25,773,303 Shares believed to be outstanding. Dawson-Samberg has the sole power to vote, direct the vote, dispose and direct the disposition of the 141,500 Shares held in the managed accounts. Pequot General Partners has the sole power to vote, direct the vote, dispose and direct the disposition of the 496,900 Shares owned by Pequot. DS International Partners, L.P. has the sole power to vote, direct the vote, dispose and direct the disposition of the 430,900 Shares owned by Pequot International. Pequot Endowment Partners, L.P. has the sole power to vote, direct the vote, dispose and direct the disposition of the 301,300 Shares owned by Pequot Endowment. A description of the transactions of the Reporting Persons in the Shares that were effected during the past 60 days is set forth on Exhibit B.

(d) Not Applicable

(e) Not Applicable

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

None

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

A copy of a written agreement relating to the filing of a joint statement as required by Rule 13d-1(f) under the Securities Exchange Act of 1934 is attached hereto as Exhibit A.

THIS TABLE HAS BEEN SQUEEZED AS FAR AS IT CAN GO WITHOUT WORDS/## BREAKING UP. IF ATTY WANTS MORE INFO OR "MORE SPACE", HE'LL HAVE TO BUMP FONT TO SZ.8 AND/OR MAKE MARGINS THINNER. After a reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dawson-Samberg Capital Management, Inc.

By: /s/ Arthur J. Samberg
Arthur J. Samberg, President

Pequot General Partners

By: /s/ Arthur J. Samberg
Arthur J. Samberg, General Partner

DS International Partners, L.P.

By: /s Arthur J. Samberg
Arthur J. Samberg, General Partner

Pequot Endowment Partners, L.P.

By: /s/ Arthur J. Samberg
Arthur J. Samberg, General Partner

August 9, 1996

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13D dated August 9, 1996 relating to the Shares of Golden Star Resources, Ltd. shall be filed on behalf of the undersigned.

Dawson-Samberg Capital Management, Inc.

*By: /s/ Arthur J. Samberg
Arthur J. Samberg, President*

Pequot General Partners

*By: /s/ Arthur J. Samberg
Arthur J. Samberg, General Partner*

DS International Partners, L.P.

*By: /s/ Arthur J. Samberg
Arthur J. Samberg, General Partner*

Pequot Endowment Partners, L.P.

*By: /s/ Arthur J. Samberg
Arthur J. Samberg, General Partner*

EXHIBIT B

**GOLDEN STAR RESOURCES LTD
SCHEDULE 13D**

COMMON STOCK, NO PAR VALUE

CUSIP # 38119T104

# OF SHARES	TRADE DATE	PURCHASED (SOLD)	PEQUOT	PEQUOT	PEQUOT	DAWSON	TAX
			PARTNERS FUND, L.P.	INTERNATIONAL FUND, LTD.	ENDOWMENT FUND, L.P.	SAMBERG CAPITAL	
			TAX I.D. #	TAX I.D. #	TAX I.D. #	TAX I.D. #	
		PRICE	22-2741859 06-1388800	MGMT I.D. # 06-1033494	FOREIGN CORP.		
	05/31/96	761,000	287,500	252,800	132,100		88,600
	07/26/96	26,100	13.0239	8,600	6,100	11,200	200
	08/01/96	583,500	13.7679	200,800	172,000	158,000	52,700
		609,600	209,400	178,100	169,200		52,900
TOTAL SHARES @	08/01/96	1,337,600	496,900	430,900	301,300		
							141,500

End of Filing

Powered By **EDGAR**
Online

© 2005 | EDGAR Online, Inc.