

# GOLDEN STAR RESOURCES LTD.

## FORM 8-K (Current report filing)

Filed 05/10/13 for the Period Ending 05/09/13

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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): May 9, 2013**

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**GOLDEN STAR RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

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**CANADA**  
(State or other jurisdiction of  
incorporation or organization)

**1-12284**  
(Commission  
File Number)

**98-0101955**  
(I.R.S. Employer  
Identification Number)

**150 King Street West Suite 1200**  
**Toronto, Ontario, Canada**  
(Address of principal executive offices)

**M5H1J9**  
(Zip Code)

**Registrant's telephone number, including area code: (416) 583-3800**

**No Change**  
(Former name or former address, if changed since last report)

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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 5.07 Submission of Matters to a Vote of Security Holders .**

(a) The Annual General and Special Meeting of Shareholders of Golden Star Resources Ltd. (the “Company”) was held on May 9, 2013.

(b) The proposals listed below were submitted to a vote of the Company’s shareholders with the voting results set forth below.

(1) Election of the following persons as directors of the Company to hold office until the next annual meeting of shareholders or until their successors are elected or appointed:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Timothy C. Baker	138,294,143	2,702,788	49,069,286
Samuel T. Coetzer	138,366,155	2,630,776	49,069,286
Robert E. Doyle	98,124,527	42,872,404	49,069,286
Tony Alan Jensen	138,405,211	2,591,720	49,069,286
Ian MacGregor	74,113,048	66,883,883	49,069,286
Craig J. Nelsen	135,998,529	4,998,402	49,069,286
Christopher M.T. Thompson	136,077,353	4,919,578	49,069,286
William L. Yeates	136,016,061	4,980,870	49,069,286

(2) Approval of advisory vote on named executive officer compensation:

<u>Votes For</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>
54,068,736	86,928,195	49,069,286

(3) Approval, ratification and confirmation of the Company’s Amended and Restated Shareholder Rights Plan Agreement:

<u>Votes For</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>
138,517,262	2,479,669	49,069,286

(4) Appointment of the firm of PricewaterhouseCoopers LLP as auditor of the Company to hold office until the close of the next annual meeting of shareholders or until PricewaterhouseCoopers LLP is removed from office or resigns:

<u>Votes For</u>	<u>Votes Withheld</u>
187,449,782	2,616,435

On May 10, 2013, the Company issued a press release announcing the Annual General and Special Meeting voting results. A copy of the press release is attached hereto as Exhibit 99.

The information set forth in Exhibit 99 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99	Press release of Golden Star Resources Ltd., dated May 10, 2013, announcing the Annual General and Special Meeting of Shareholders voting results.

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**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: May 10, 2013

**Golden Star Resources Ltd.**

By: /s/ Jeff Swinoga  
Jeff Swinoga  
Executive Vice President and Chief  
Financial Officer

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## EXHIBIT INDEX

**Exhibit  
No.**

**Description**

99 Press release of Golden Star Resources Ltd., dated May 10, 2013, announcing the Annual General and Special Meeting of Shareholders voting results.



### **Golden Star Announces Annual General and Special Meeting Results**

Toronto, ON – May 10, 2013 – Golden Star Resources Ltd. (NYSE MKT: GSS; TSX: GSC; GSE: GSR) (“Golden Star” or the “Company”) announced the results of its Annual General and Special Meeting (“AGM”) held May 9, 2013 in Toronto, Ontario.

#### **Election of Directors**

During the AGM the shareholders elected Timothy C. Baker, Samuel T. Coetzer, Robert E. Doyle, Tony A. Jensen, Ian MacGregor, Craig J. Nelsen, Christopher M. T. Thompson and William L. Yeates to the Company’s Board of Directors (“Board”) to hold the office until the next annual meeting of shareholders or until their successors are elected or appointed. Timothy C. Baker was appointed as the Chairman post re-election to the Board.

The formal detailed report on voting results with respect to all matters voted upon at the AGM can be accessed under the Company’s SEDAR and EDGAR filings.

#### **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/HBB open-pit gold mines 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 Brazil in South America. Golden Star has approximately 259 million shares outstanding.

#### **For further information, please contact:**

##### **GOLDEN STAR RESOURCES LTD.**

Jeff Swinoga, Executive Vice-President and Chief Financial Officer  
416-583-3803

##### **INVESTOR RELATIONS**

Belinda Labatte, The Capital Lab, Inc.  
647-427-0208

Greg DiTomaso, The Capital Lab, Inc.  
647-427-0208

*Golden Star Resources Ltd. (www.gsr.com)*

*News Release 13 - 13 Page 1 of 1*