

GOLDEN STAR RESOURCES LTD  
Form S-8  
August 25, 2010

As filed with the Securities and Exchange Commission on August 25, 2010

Registration No. 333 -

# 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 issuer as specified in its charter)

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

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

**98-0101955**  
(I.R.S. Employer  
Identification No.)

**80127-6312**  
(Zip Code)

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THIRD AMENDED AND RESTATED 1997 STOCK OPTION PLAN

(Full title of the plan)

With a copy to:

**John A. Labate**  
**Senior Vice President and Chief Financial Officer**  
**10901 West Toller Drive, Suite 300**  
**Littleton, Colorado 80127-6312**

(Name and address of agent for service)

**(303) 830-9000**

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

**Michelle H. Shepston**  
**Davis Graham & Stubbs LLP**  
**1550 Seventeenth Street, Suite 500**  
**Denver, Colorado 80202**

**(303) 892-9400**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  x  
 Non-accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Common Shares (without par value)	10,000,000 (1)	\$4.43(2)	\$44,300,000(2)	\$3,158.59
Rights to Purchase Common Shares (3)				

**Notes:**

- (1) Amount to be registered consists of Common Shares to be issued pursuant to the Third Amended and Restated 1997 Stock Option Plan.  
 (2)

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Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of the Common Shares of Golden Star Resources Ltd. as quoted on the NYSE Amex on August 24, 2010.

- (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.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 registers 10,000,000 additional common shares, without par value, of Golden Star Resources Ltd. (the Company) issuable under the Company's Third Amended and Restated 1997 Stock Option Plan (the Plan). In accordance with General Instruction E to Form S-8, the Company incorporates herein by reference (i) the contents of the Registration Statement on Form S-8 filed by the Company with respect to the Plan on June 4, 2003 (Registration No. 333-105821), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof, and (ii) the contents of the Registration Statement on Form S-8 filed by the Company with respect to the Plan on September 14, 2004 (Registration No. 333-118958), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

**ITEM 8. EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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, 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 25th day of August, 2010.

**GOLDEN STAR RESOURCES LTD.**

By: */s/* THOMAS G. MAIR  
**Thomas G. Mair**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<i>/s/</i> IAN MACGREGOR <b>Ian MacGregor</b>	Chairman of the Board of Directors	August 25, 2010
<i>/s/</i> THOMAS G. MAIR <b>Thomas G. Mair</b>	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 25, 2010
<i>/s/</i> JOHN A. LABATE <b>John A. Labate</b>	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 25, 2010
<i>/s/</i> JAMES E. ASKEW <b>James E. Askew</b>	Director	August 25, 2010
<i>/s/</i> ROBERT E. DOYLE <b>Robert E. Doyle</b>	Director	August 25, 2010
<i>/s/</i> DAVID K. FAGIN <b>David K. Fagin</b>	Director	August 25, 2010
<b>Michael P. Martineau</b>	Director	August 25, 2010
<i>/s/</i> CHRISTOPHER M. T. THOMPSON <b>Christopher M. T. Thompson</b>	Director	August 25, 2010

**EXHIBIT INDEX**

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