

GOLDEN STAR RESOURCES LTD

Form 8-K

February 02, 2006

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**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 1, 2006**  
**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 2.02. Results of Operations and Financial Condition

Item 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Press Release - Unaudited Financial Results

Press Release - Updated Mineral Reserve

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**Item 2.02. Results of Operations and Financial Condition.**

On February 1, 2006, Golden Star Resources Ltd. issued a press release reporting its unaudited financial results for the year and quarter ended December 31, 2005 and a press release updating its mineral reserve and mineral resource estimates as at December 31, 2005. Copies of these press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference herein.

The information in this Form 8-K, including the information set forth in Exhibit 99.1 and 99.2, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or 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 filing.

**Item 9.01. Financial Statements and Exhibits.**

*(c) Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 99.1       | Press release of Golden Star Resources Ltd., dated February 1, 2006, reporting unaudited financial results for the year and fourth quarter ended December 31, 2005. |
| 99.2       | Press release of Golden Star Resources Ltd., dated February 1, 2006, reporting updated mineral reserve and mineral resource estimates as at December 31, 2005.      |

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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: February 1, 2006

**Golden Star Resources Ltd.**

By: /s/ Allan J. Marter

Allan J. Marter  
Senior Vice President and Chief Financial Officer

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