

GOLDEN STAR RESOURCES LTD

Form 8-K

January 23, 2003

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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): **January 22, 2003**

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)

10579 Bradford Road, Suite 103

Littleton, Colorado

(Address of principal executive offices)

80127-4247

(Zip Code)

Registrant's telephone number, including area code: **(303) 830-9000**

No Change

(Former name or former address, if changed since last report)

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Explanatory Note

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-4.1 Articles

EX-4.2 Bylaw Number Two and Bylaw Number Three

EX-4.3 Rights Agreement dated April 24, 1996

EX-10.1 Summary of Executive Management Bonus Plan

EX-10.2 Amended & Restated Stock Option Plan

EX-10.3 Form of Indemnification Agreement

EX-10.4 Summary of Severance Arrangements

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Explanatory Note

This Report on Form 8-K is filed for the purpose of filing the exhibits listed. Certain of these exhibits were previously filed in paper or electronic format.

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) *Financial statements by businesses acquired.*

Not Applicable.

(b) *Pro forma financial information.*

Not Applicable.

(c) *Exhibits.*

| Exhibit No. | Description |
|----------------|---|
| 4.1 | Articles of Arrangement dated May 14, 1992, with Plan of Arrangement attached, with Certificate of Amendment with respect thereto dated May 15, 1992; Certificate of Amendment dated May 15, 1992, with Articles of Amendment; Certificate of Amendment dated March 26, 1993, with Articles of Amendment; Articles of Arrangement dated March 7, 1995, with Plan of Arrangement attached, with Certificate of Amendment with respect thereto dated March 14, 1995; Certificate of Amendment dated July 29, 1996, with Articles of Amendment; and Certificate of Amendment dated July 10, 2002, with Articles of Amendment |
| 4.2 | Bylaw Number Two, effective May 15, 1992 and Bylaw Number Three, effective May 15, 1992 |
| 4.3 | Rights Agreement dated as of April 24, 1996, between the Company and the R-M Trust Company as Rights Agent |
| 10.1 | Summary of Executive Management Performance Bonus Plan |
| 10.2 | Amended and Restated 1997 Stock Option Plan, effective as of April 3, 2002 |
| 10.3 | Form of Indemnification Agreement between the Company and its officers and directors |
| 10.4 | Summary of Severance Arrangements between the Company and certain executive officers |

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