

GOLDEN STAR RESOURCES LTD

Form 8-K

July 07, 2004

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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): **July 7, 2004**

**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)

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

SIGNATURE

EXHIBIT INDEX

Dealer Manager Agreement

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

*(c) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
10.1	Dealer Manager Agreement, dated as of June 10, 2004, between Golden Star Resources Ltd. and BMO Nesbitt Burns Inc. and Harris Nesbitt Corp. in connection with the tender offer by Golden Star Resources Ltd. for all of the outstanding common shares of IAMGold Corporation.

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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: July 7, 2004

**Golden Star Resources Ltd.**

By: /s/ Allan J. Marter

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Allan J. Marter  
Senior Vice President and Chief  
Financial Officer

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