

GOLDEN STAR RESOURCES LTD  
Form 8-K  
February 24, 2009

**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 24, 2009

**GOLDEN STAR RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

<b>CANADA</b> (State or other jurisdiction of incorporation or organization)	<b>1-12284</b> (Commission File Number)	<b>98-0101955</b> (I.R.S. Employer Identification Number)
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**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)

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- .. 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))

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

On February 24, 2009, Tom Mair, President and CEO of Golden Star Resources Ltd. (the Company) will give a presentation to the BMO Capital Markets 2009 Global Metals and Mining Conference in which he plans to discuss production information for 2008, including cost and recovery rate information with respect to Bogoso/Prestea, and 2009 production and cash operating cost guidance. A copy of the presentation is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

*Non-GAAP Financial Measures: In this report, we use the term cash operating cost per ounce. Cash operating cost per ounce is equal to total cash cost less production royalties and production taxes, divided by the number of ounces of gold sold during the period. Total cash cost per ounce is equal to total operating cost for the period, less Mining related depreciation and amortization and Accretion of asset retirement obligations costs for the period, divided by the number of ounces of gold sold during the period. Total operating cost per ounce is equal to Cost of Sales for the period, as found in our statement of operations, after adjusting for inventory write-offs and operations-related foreign currency gains/(losses), divided by the ounces of gold sold during the period. We use cash operating cost per ounce as a key operating indicator. We monitor this measure monthly, comparing each month's values to prior period values to detect trends that may indicate increases or decreases in operating efficiencies. This measure is also compared against budget to alert management to trends that may cause actual results to deviate from planned operational results. We provide this measure to our investors to allow them to also monitor operational efficiencies of our mines. We calculate this measure for both individual operating units and on a consolidated basis. Cash operating cost per ounce should be considered a Non-GAAP Financial Measure as defined in SEC Regulation S-K Item 10 and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. There are material limitations associated with the use of such non-GAAP measures. Since this measure does not incorporate revenues, changes in working capital and non-operating cash costs, it is not necessarily indicative of operating profit or cash flow from operations as determined under GAAP. Changes in numerous factors including, but not limited to, mining rates, milling rates, gold grade, gold recovery, and the costs of labor, consumables and mine site general and administrative activities can cause this measure to increase or decrease. We believe that this measure is the same or similar to the measures of other gold mining companies, but may not be comparable to similarly titled measures in every instance.*

The information in this Current Report on Form 8-K, including the information set forth in Exhibit 99.1, 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.

**Item 7.01. Regulation FD Disclosure**

See Item 2.02 which is incorporated by reference herein.

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

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
99.1	Presentation for BMO Capital Markets 2009 Global Metals and Mining Conference dated February 24, 2009.

**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 24, 2009

**Golden Star Resources Ltd.**

By: /s/ John Labate  
John Labate  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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