

GOLDEN STAR RESOURCES LTD

Form 8-K/A

September 05, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
Amendment No. 2  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 21, 2005**

**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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**Explanatory Note**

Golden Star Resources Ltd. is filing this Form 8-K/A, Amendment No. 2, which amends the Form 8-K filed on December 27, 2005, as amended by the Form 8-K/A filed on March 8, 2006, to file Exhibit 23.1 hereto. This Form 8-K/A supplements and does not replace any provisions of the original Form 8-K filing, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

**Exhibit**

**No.**

23.1

**Description**

Consent of KPMG, LLP

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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: September 5, 2006

**Golden Star Resources Ltd.**

By: /s/ Roger Palmer  
Roger Palmer  
Vice President, Finance

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EXHIBIT INDEX

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23.1

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