

GOLDEN STAR RESOURCES LTD  
Form 8-K  
May 16, 2012

**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): May 10, 2012

**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)

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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)
- .. 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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The Annual General and Special Meeting of Shareholders of Golden Star Resources Ltd. (the Company) was held on May 10, 2012.

(b) The proposals listed below were submitted to a vote of the Company's shareholders. Each of the proposals was approved by the shareholders pursuant to the voting results set forth below.

(1) Election of the following persons as directors of the Company to hold office until the next annual meeting of shareholders or until their successors are elected or appointed:

| <b>Name</b>               | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------------|------------------|-----------------------|-------------------------|
| James E. Askew            | 147,185,494      | 1,980,856             | 45,101,441              |
| Robert E. Doyle           | 94,298,035       | 54,868,315            | 45,101,441              |
| Ian MacGregor             | 91,872,616       | 57,293,734            | 45,101,441              |
| Thomas G. Mair            | 147,189,785      | 1,976,565             | 45,101,441              |
| Craig J. Nelsen           | 145,420,229      | 3,746,121             | 45,101,441              |
| Christopher M.T. Thompson | 146,394,652      | 2,771,698             | 45,101,441              |
| William L. Yeates         | 147,417,459      | 1,748,891             | 45,101,441              |

(2) Approval of advisory vote on named executive officer compensation:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|
| 143,421,624      | 5,744,726            | 45,101,441              |

(3) Appointment of the firm of PricewaterhouseCoopers LLP as auditor of the Company to hold office until the close of the next annual meeting of shareholders or until PricewaterhouseCoopers LLP is removed from office or resigns:

| <b>Votes For</b> | <b>Votes Withheld</b> |
|------------------|-----------------------|
| 190,673,914      | 3,593,877             |

**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: May 14, 2012

**Golden Star Resources Ltd.**

By: /s/ Roger Palmer  
Roger Palmer

Vice President and CFO