

GOLDEN STAR RESOURCES LTD

Form 4/A

May 10, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Higson-Smith Bruce2. Issuer Name and Ticker or Trading Symbol  
GOLDEN STAR RESOURCES LTD [GSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
150 KING STREET WEST, SUITE 12003. Date of Earliest Transaction (Month/Day/Year)  
02/28/2013☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
SVP Corporate Strategy(Street)  
TORONTO, A6 M5JH 1J94. If Amendment, Date Original Filed (Month/Day/Year)  
04/16/20136. Individual or Joint/Group Filing (Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  |   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Underlying |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|-------------------------|

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| Security<br>(Instr. 3)                         | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) |     | (Instr. 3 and         |                       |                  |
|--|---|-------------------------|--------------------|---|------------------|-----|-----------------------|-----------------------|------------------|
|  |   |                         | Code               | V   | (A)              | (D) | Date Exercisable      | Expiration Date       | Title            |
| Common<br>Share<br>Options                     | \$ 1.62 <u>(1)</u>                                | 02/28/2013              | A                  |   | 240,156          |     | 02/28/2013 <u>(2)</u> | 02/28/2018            | Common<br>Shares |
| Share<br>Appreciation<br>Rights <sup>(3)</sup> | \$ 1.67 <u>(4)</u>                                | 02/28/2013              | A                  |   | 180,357          |     | 02/28/2016 <u>(5)</u> | 12/31/2016 <u>(5)</u> | Common<br>Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Higson-Smith Bruce<br>150 KING STREET WEST<br>SUITE 1200<br>TORONTO, A6 M5JH 1J9 | SVP Corporate Strategy           |

## Signatures

Bruce  
Higson-Smith 05/10/2013  
\_\_\_\_\_  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options priced in CDN\$1.67; this amount is the US\$ equivalent on the grant date (CD\$1.00=US\$0.9723).
- (2) Vesting schedule is as follows: 33.33% on grant date, 33.33% on 1st and 2nd anniversaries of grant date.
- (3) SARs are granted pursuant to the Golden Star Resource Ltd. Share Appreciation Rights Plan. All SAR exercises will be settled in cash.
- (4) SARs are priced in US\$.
- (5) SARs vest 33.33% on the first anniversary of grant, 33.33% on second and third anniversary and will expire December 31, 2016.

### Remarks:

Form 4 is being amended to reflect updated expiry date and vesting schedule per footnote 5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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