

GOLDEN STAR RESOURCES LTD.
Form SC 13G
February 14, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

GOLDEN STAR RESOURCES LTD.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

38119T807
(CUSIP Number)

December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
Page 1 of 9 Pages
Exhibit Index: Page 8

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NAMES OF REPORTING PERSONS

1

CPMG, INC.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Texas

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

7,961,259

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

7,961,259

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

7,961,259

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.3%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA, CO

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NAMES OF REPORTING PERSONS

1

R. KENT MCGAUGHY, JR.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

0

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11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

7.3%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN, HC

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NAMES OF REPORTING PERSONS

1

JAMES W. TRAWEEK, JR.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

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7,961,259

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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7,961,259

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REPRESENTED BY AMOUNT IN
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7.3%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN, HC

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Item 1(a). Name of Issuer:

Golden Star Resources Ltd. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

150 King Street West, Suite 1200, Toronto, Ontario M5H 1J9, Canada

Item 2(a). Name of Person Filing

This Statement is filed on behalf of the following persons (collectively, the "Reporting Persons"):

- i) CPMG, Inc. ("CPMG");
- ii) R. Kent McGaughy, Jr. ("Mr. McGaughy"); and
- iii) James W. Traweek, Jr. ("Mr. Traweek").

This statement relates to Shares (as defined herein) held for the account of Condire Resource Master Partnership, LP, a Cayman Islands exempted company. CPMG serves as investment manager to Condire Resource Master Partnership, LP. Mr. McGaughy and Mr. Traweek are the sole shareholders and directors of CPMG.

Item 2(b). Address of Principal Business Office or, if None, Residence:

2000 McKinney Ave, Suite 2125, Dallas, Texas 75201

Item 2(c). Citizenship:

- i) CPMG is a Texas corporation;
- ii) Mr. McGaughy is a United States citizen; and
- iii) Mr. Traweek is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, no par value (the "Shares")

Item 2(e). CUSIP Number:

38119T807

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c),
Check Whether the Person Filing is a:

- (e) An investment adviser in accordance with §240.13d-(b)(1)(ii)(E).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

As of December 31, 2018, each of the Reporting Persons may be deemed the beneficial owner of 7,961,259 Shares held for the account of Condire Resource Master Partnership, LP.

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Item 4(b) Percent of Class:

As of December 31, 2018, each of the Reporting Persons may be deemed the beneficial owner of approximately 7.3%. (There were approximately 108,807,009 Shares outstanding as of October 31, 2018, according to Exhibit 99.1 to the Issuer's Form 6-K, filed on October 31, 2018.)

Item 4(c) Number of Shares as to which such person has:

| | |
|--|-----------|
| (i) Sole power to vote or direct the vote: | 0 |
| (ii) Shared power to vote or direct the vote: | 7,961,259 |
| (iii) Sole power to dispose or direct the disposition of: | 0 |
| (iv) Shared power to dispose or direct the disposition of: | 7,961,259 |

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

See disclosures in Items 2 and 4 hereof. Condire Resource Master Partnership, LP and Condire Resource Partners, LP, a feeder fund to Condire Resource Master Partnership, LP, each is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5 percent of the Shares covered by this Statement that may be deemed to be beneficially owned by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CPMG, Inc.

By: /s/ John Batemen
Name: John Batemen
Title: Chief Operating Officer

R. KENT MCGAUGHY, JR.

By: /s/ R. Kent McGaughy, Jr.

JAMES W. TRAWEEK, JR.

By: /s/ James W. Traweek, Jr.

February 14, 2019

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EXHIBIT INDEX

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JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Golden Star Resources Ltd. dated as of February 14, 2019 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

CPMG, Inc.

By: /s/ John Batemen

Name: John Batemen

Title: Chief Operating Officer

R. KENT MCGAUGHY, JR.

By: /s/ R. Kent McGaughy, Jr.

JAMES W. TRAWEEK, JR.

By: /s/ James W. Traweek, Jr.

February 14, 2019
