

CENTRAL SUN MINING INC.
Form 6-K
March 10, 2009

FORM 6-K

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

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of **March 2009**

Commission File Number **001-32412**

CENTRAL SUN MINING INC.
(Translation of registrant's name into English)

500 – 6 Adelaide St. East
Toronto, Ontario, Canada M5C 1H6
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

EXHIBIT NO. **DESCRIPTION**

99.1 Press Release dated March 9, 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, thereunto duly authorized.

CENTRAL SUN MINING INC.

Date: March 9, 2009

By: /s/ Denis C. Arsenault
Denis C. Arsenault, Chief Financial Officer

Joint News Release

B2Gold and Central Sun announces that RiskMetrics ISS Canada and Glass Lewis, leading independent proxy firms, have recommended Central Sun shareholders vote for the acquisition by B2Gold Corp.

Vancouver and Toronto, March 9, 2009 – B2Gold Corp. (TSX: BTO) (“B2Gold” or the “Company”) and Central Sun Mining Inc. (TSX: CSM) (NYSE ALTERNEXT US: SMC) (“Central Sun”) today announces that the RiskMetrics Group and Glass Lewis & Co. each have published a report recommending that their subscribers vote 'FOR' the resolutions approving the reduction in stated capital and the Plan of Arrangement (the "Arrangement") between Central Sun and B2Gold that was announced on February 9, 2009. RiskMetrics and Glass Lewis are leading providers of proxy research and voting recommendations to institutional investors in Canada and the U.S.

Pursuant to the Arrangement, holders of common shares in Central Sun will receive, for each common share held, 1.28 of a common share of B2Gold.

As indicated in the management information circular of Central Sun dated February 19, 2009, the Board of Directors of Central Sun recommended that Central Sun’s shareholders vote their proxy FOR the proposed arrangement, and accordingly, shareholders are encouraged to sign, date and return their proxies, or use one of the other methods provided for voting as soon as possible. The deadline for receiving proxies is March 18, 2009 at 10:00 a.m. Eastern Time. If shareholders have any questions about the information contained in the management information circular or require assistance in completing their proxy forms, please contact Central Sun’s proxy solicitation agent, The Laurel Hill Advisory Group, toll-free at 1-877-304-0211.

The special meeting of the shareholders of Central Sun with respect to the arrangement is scheduled for Friday March 20, 2009 at 10:00 a.m. at the head office of Central Sun at 6 Adelaide Street East, Suite 500, Toronto, Ontario M5C 1H6.

RiskMetrics and Glass Lewis are leading providers of proxy research and voting recommendations to institutional investors in Canada and the U.S. Riskmetrics and Glass Lewis has provided their subscribers with a complete analysis and reasons for their recommendation, however a copy of their reports may only be obtained by subscribers of their service.

Additional Loan Agreement with B2Gold

Central Sun also announces that it has signed an agreement and received a US\$8 million loan from B2Gold carrying interest at the rate of 15% per annum. The proceeds of the loan were received and used on March 6, 2009 to repay the US\$8 million outstanding bridge loan that was owed by Central Sun. (see December 24, 2008 press release - Central Sun Corporate Update). The loan from B2Gold is due on March 31, 2009 with an option to extend the loan repayment date to June 30, 2009. In consideration for the extension, if exercised, Central Sun has agreed to pay a cash fee of US\$320,000 and to issue 1,000,000 Central Sun common shares to B2Gold. B2Gold is an arm's-length party to Central Sun.

About B2Gold

B2Gold is a Vancouver based mineral and exploration company founded by the former management team of Bema Gold Corporation. Bema grew from a junior explorer to an international gold producer that was acquired by Kinross Gold Corporation through a Cdn\$3.5 billion transaction in February 2007. B2Gold completed a Cdn\$100 million Initial Public Offering on the TSX Venture Exchange on December 6th, 2007 and has recently graduated to the Toronto Stock Exchange, trading under the symbol BTO. The Company's corporate objective is to capitalize on the extensive experience and relationships that its management team has developed in the mining business over the past 25 years, to build an intermediate gold company through exploration and acquisitions. B2Gold has amassed interests in a portfolio of exploration properties in Colombia and Far East Russia.

About Central Sun

Central Sun is a gold producer with mining and exploration activities focused in Nicaragua. Central Sun operates the Limon Mine in Nicaragua and is converting the Orosi Mine in Nicaragua to conventional milling to increase the annual gold output. It also holds a 60% interest in the Cerro Quema Project in Panama, a 100% interest in La India property and an option to acquire a 100% interest in the Mestiza gold property both of which are located 70 kilometres by road east of its operating Limon Mine. Central Sun is focused on efficient and productive mining practices to establish high quality and cost effective operations. Central Sun is committed to growth by optimizing current operations, expanding mineral reserves and resources at existing mines, exploring its extensive land holdings and seeking strategic mergers or acquisitions in the Americas.

On Behalf of B2GOLD CORP.

On BEHALF OF CENTRAL SUN MINING INC.

**“Clive T. Johnson”
President and Chief Executive Officer**

**“Peter Tagliamonte”
President and Chief Executive Officer**

For more information on B2Gold please visit the Company web site at www.b2gold.com or contact:

Ian MacLean
Vice President, Investor Relations
604-681-8371

Kerry Suffolk
Manager, Investor Relations
604-681-8371

For more information on Central Sun please visit the Company web site at www.centralsun.ca or contact:

Peter Tagliamonte
President and Chief Executive Officer

416-860-0919

Proxy Solicitation Agent

Laurel Hill Advisory Group

1-877-304-0211

This communication does not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Central Sun or an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities of B2Gold, nor shall there be any sale or exchange of securities in any jurisdiction (including the United States) in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. The solicitation of offers to buy B2Gold shares in the United States will only be made pursuant to a prospectus and related offer materials that B2Gold expects to send to holders of Central Sun securities, subject to the requirements of applicable law. The B2Gold shares may not be sold, nor may offers to buy be accepted, in the United States prior to the time the registration statement (if any is filed) becomes effective or an exemption from such requirements is available. No offering of securities shall be made in the United States except (i) by means of a prospectus meeting the requirements of Section 10 of the United States Securities Act of 1933, as amended, which would contain detailed information regarding B2Gold and its management, as well as its financial statements, or (ii) pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended.

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Cautionary Note Regarding Forward-Looking Information This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the future financial or operating performance of B2Gold and Central Sun and its projects, statements regarding exploration prospects, statements regarding synergies and financial impact of the proposed B2Gold Transaction, the terms and conditions of the B2Gold Transaction, the benefits of the proposed B2Gold Transaction, the identification of mineral reserves and resources, costs of and capital for exploration and development projects, exploration and development expenditures, timing of future exploration and development activities, expected production, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on various assumptions and on the best estimates of Central Sun or B2Gold, as the case may be, as of the date hereof, and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company (and the company resulting from the successful completion of the proposed B2Gold Transaction) to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; delay or failure to receive board or regulatory approvals; timing and availability of external financing on acceptable terms; the business of B2Gold and Central Sun not being integrated successfully or such integration proving more difficult, time consuming or costly than expected; not realizing on the potential benefits of the proposed B2Gold Transaction; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of mineral prices; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; and, delays in obtaining governmental approvals or required financing or in the completion of activities, and as well as those risks identified under "Risk Factors" disclosure sections in the documents filed under the profile of SEDAR by Central Sun and/or B2Gold from time to time. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

The Toronto Stock Exchange neither approves nor disapproves the information contained in this News Release.

