

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**WILLDAN GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**14-1951112**  
(I.R.S. Employer  
Identification No.)

**2401 East Katella Avenue, Suite 300**  
**Anaheim, California 92806**  
(Address, including zip code, of Principal Executive Offices)

**Willdan Group, Inc.**  
**Amended and Restated 2008 Performance Incentive Plan**  
(Full title of the plan)

**Stacy B. McLaughlin**  
**Vice President and Chief Financial Officer**  
**Willdan Group, Inc.**  
**2401 East Katella Avenue, Suite 300**  
**Anaheim, California 92806**  
**(800) 424-9144**  
(Name, address and telephone number, including area code, of agent for service)

**COPY TO:**

**John-Paul Motley, Esq.**  
**O'Melveny & Myers LLP**  
**400 South Hope Street**  
**Los Angeles, CA 90071**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a  
smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value per share	875,000 <sup>(1)</sup> Shares	\$30.09 <sup>(2)</sup>	\$26,328,750 <sup>(2)</sup>	\$3,051.50 <sup>(2)</sup>

<sup>(1)</sup> This Registration Statement covers, in addition to the number of shares of Willdan Group, Inc., a Delaware corporation (the "Company" or the "Registrant"), common stock, par value \$0.01 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan (the "Plan") as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

<sup>(2)</sup> Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on June 28, 2017, as quoted on the Nasdaq Global Market.

The Exhibit Index for this Registration Statement is at page 8.

## **EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

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### **PART I**

#### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Registration Statements on Form S-8, filed with the Commission on August 12, 2008, August 12, 2010, November 8, 2012 and August 4, 2016 (Commission File Nos. 333-152951, 333-168787, 333-184823 and 333-212907, respectively);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 30, 2016, filed with the Commission on March 10, 2017 (Commission File No. 001-33076);
- (c) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2017, filed with the Commission on May 5, 2017 (Commission File No. 001-33076);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on January 24, 2017, March 9, 2017 (with respect to Items 5.02 and 8.01 only), April 18, 2017 and June 9, 2017 (each, Commission File No. 001-33076); and
- (e) The description of the Company's Common Stock contained in its Current Report on Form 8-K, filed with the Commission on April 18, 2017 (Commission File No. 001-33076), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

#### **Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 8. Exhibits**

See the attached Exhibit Index at page 8, which is incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Anaheim, State of California, on June 30, 2017.

WILLDAN GROUP, INC

By: /s/ Stacy B. McLaughlin  
Stacy B. McLaughlin  
Vice President and Chief Financial Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Thomas D. Brisbin and Stacy B. McLaughlin, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas D. Brisbin</u> Thomas D. Brisbin	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2017
<u>/s/ Stacy B. McLaughlin</u> Stacy B. McLaughlin	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 30, 2017

<u>/s/ Steven A. Cohen</u> Steven A. Cohen	Director	June 30, 2017
<u>/s/ Raymond W. Holdsworth</u> Raymond W. Holdsworth	Director	June 30, 2017
<u>/s/ Douglas J. McEachern</u> Douglas J. McEachern	Director	June 30, 2017
<u>/s/ Dennis V. McGinn</u> Dennis V. McGinn	Director	June 30, 2017
<u>/s/ Curtis S. Probst</u> Curtis S. Probst	Director	June 30, 2017
<u>/s/ Keith W. Renken</u> Keith W. Renken	Director	June 30, 2017
<u>/s/ Mohammad Shahidehpour</u> Mohammad Shahidehpour	Director	June 30, 2017
<u>/s/ Win Westfall</u> Win Westfall	Director	June 30, 2017

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.	Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan. (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 9, 2017 (Commission File No. 001-33076) and incorporated herein by this reference.)
5.	Opinion of O'Melveny & Myers LLP.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").



## [O'Melveny &amp; Myers LLP Letterhead]

June 30, 2017

Willdan Group, Inc.  
2401 East Katella Avenue, Suite 300  
Anaheim, California 92806

Re: ***Registration of Securities of Willdan Group, Inc.***

Ladies and Gentlemen:

In connection with the registration of up to 875,000 shares of Common Stock of Willdan Group, Inc., a Delaware corporation (the "Company"), par value \$0.01 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan (the "Plan"), you have requested our opinion set forth below.

In our capacity as counsel, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ O'Melveny & Myers LLP

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors  
Willdan Group, Inc.:

We consent to the use of our reports dated March 10, 2017, with respect to the consolidated balance sheets of Willdan Group, Inc. and subsidiaries as of December 30, 2016 and January 1, 2016, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years ended December 30, 2016 and January 1, 2016, and the effectiveness of internal control over financial reporting as of December 30, 2016, incorporated by reference herein and to the reference to our firm under the heading "Experts" in the prospectus. Our report refers to the adoption of Financial Accounting Standards Board Accounting Standards Update No. 2015-17, Balance Sheet Classification of Deferred Taxes, during 2015.

Our report dated March 10, 2017, on the effectiveness of internal control over financial reporting as of December 30, 2016, contains an explanatory paragraph that states Willdan Group, Inc. acquired substantially all of the assets of Genesys Engineering P.C. (Genesys) during 2016, and management excluded from its assessment of the effectiveness of Willdan Group, Inc.'s internal control over financial reporting as of December 30, 2016, Genesys' internal control over financial reporting associated with total assets of \$12,927,000 and total revenues of \$48,645,000 included in the consolidated financial statements of Willdan Group, Inc. and subsidiaries as of and for the year ended December 30, 2016. Our audit of internal control over financial reporting of Willdan Group, Inc. also excluded an evaluation of the internal control over financial reporting of Genesys.

/s/ KPMG LLP  
Irvine, California  
June 30, 2017

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Amended and Restated 2008 Performance Incentive Plan of Willdan Group, Inc. of our report dated March 31, 2015, except for Note 12, for which the date is March 15, 2016, with respect to the consolidated financial statements of Willdan Group, Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 30, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California  
June 30, 2017

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