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October 25, 2011

**VIA EDGAR**

Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549  
Attn: John Hartz  
Senior Assistant Chief Accountant

OUR FILE NUMBER  
933430-1

WRITER'S DIRECT DIAL  
(213) 430-6100

WRITER'S E-MAIL ADDRESS  
jpmotley@omm.com

**Re:** *Willdan Group, Inc.*  
*Form 10-K for Fiscal Year ended December 31, 2010*  
*Filed March 29, 2011*  
*Form 10-Q for the Fiscal Quarter ended July 1, 2011*  
*Filed August 11, 2011*  
*Definitive Proxy Statement on Schedule 14A*  
*Filed April 20, 2011*  
*File No. 1-33076*

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Dear Mr. Hartz:

On behalf of Willdan Group, Inc., a Delaware corporation (the "**Company**"), we are writing to confirm that we are in receipt of the Staff's comment letter dated October 11, 2011, and to advise you that, due to the nature and extent of the review necessary to provide thorough and thoughtful responses, the Company will be unable to respond to the Staff's comment letter within ten business days. The Company intends to respond to the comment letter as soon as practicable, but in no event later than November 1, 2011.

We appreciate your comments and request that you contact the undersigned at (213) 430-6100 if you have any questions or if we can be of any assistance.

Thank you.

Respectfully submitted,

/s/ John-Paul Motley

John-Paul Motley  
of O'MELVENY & MYERS LLP

cc: Kimberly D. Gant,  
Chief Financial Officer and Senior Vice President  
Willdan Group, Inc.

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