
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 5, 2024**

WILLDAN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction
of incorporation)

001-33076
(Commission File Number)

14-1951112
(IRS Employer
Identification No.)

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

Registrant's telephone number, including area code: **(800) 424-9144**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	WLDN	The Nasdaq Stock Market LLC (Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Board of Director

On March 5, 2024, Keith W. Renken notified the Board of Directors (the “Board”) of Willdan Group, Inc., a Delaware corporation (“Willdan”) of his intention to retire and resign as a member of the Board effective immediately. Mr. Renken joined the Board in 2006. Mr. Renken’s decision to retire and resign from the Board was not as a result of any disagreement between Mr. Renken and Willdan on any matter relating to Willdan’s operations, policies or practices.

Effective as of Mr. Renken’s resignation date, the Board size was reduced from eight (8) to seven (7) directors. Also, effective on March 5, 2024, the Board determined that Ms. Wanda K. Reder will become a member of the Audit Committee. Ms. Reder has been a member of the Board since 2021. She is currently serving as a member on the Compensation Committee and the Nominating and Corporate Governance Committee.

Item 7.01. Regulation FD Disclosure.

On March 5, 2024, the Company issued a press release announcing the director departure described herein. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 and the related information in Exhibit 99.1 attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Document
99.1	Willdan Group, Inc. Press Release dated March 7, 2024.
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURES

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 hereunto duly authorized.

WILLDAN GROUP, INC.

Date: March 7, 2024

By: /s/ Creighton K. Early

Creighton K. Early

Chief Financial Officer and Executive Vice President

Willdan Announces Retirement of Board Member Keith W. Renken

ANAHEIM, Calif.—(BUSINESS WIRE)—Willdan Group, Inc. (NASDAQ: WLDN) announced today that Keith Renken has retired from his position as a member of the Board of Directors of Willdan effective March 5, 2024, and has reduced its number of directors to seven. Keith has been a member of the Willdan Board of Directors since the company's initial public offering in 2006. Keith's experience includes serving as the Senior Partner and Chairman of the Executive Committee of Southern California for Deloitte and Touche through 1992, an Adjunct Professor at the Marshall School of Business at the University of Southern California from 1992 to 2006, and a member of the Board of Directors of several other companies and institutions. Keith's broad experience and deep financial expertise have been indispensable resources in the growth and development of Willdan from its roots in municipal engineering and financial services through its growth into a national leader in energy solutions for utilities, governments and industry. We are grateful to Keith for his many years of service to Willdan, and will miss his presence on our Board.

"The growth and development of Willdan has been one of the highlights of my career in business" said Mr. Renken. "I'm proud of what the company has achieved since its initial public offering in 2006, and in particular the momentum it has built in recovering from the challenges of the pandemic. I am confident the company has a bright future."

Tom Brisbin, Chairman of the Board of Willdan, said "We cannot thank Keith enough for all his tremendous contributions to the shareholders and management of Willdan. His steadfast guidance and support has been a key factor in the company's resilience and growth."

About Willdan

Willdan is a nationwide provider of professional, technical, and consulting services to utilities, government agencies, and private industry. Willdan's service offerings span a broad set of complementary disciplines that include electric grid solutions, energy efficiency and sustainability, energy policy planning and advisory, engineering and planning, and municipal financial consulting. For additional information, visit Willdan's website at www.willdan.com.

Forward-Looking Statements

Statements in this press release that are not purely historical are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. It is important to note that Willdan's actual results could differ materially from those in any such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors listed from time to time in Willdan's reports filed with the Securities and Exchange Commission, including, but not limited to, the Annual Report on Form 10-K filed for the year ended December 30, 2022. Willdan cautions investors not to place undue reliance on the forward-looking statements contained in this press release. Willdan disclaims any obligation to, and does not undertake to, update or revise any forward-looking statements in this press release.

Contacts

AI Kaschalk
Vice President
310-922-5643
akaschalk@willdan.com
