

**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): **January 7, 2015**

**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))

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

On January 7, 2015, Willdan Group, Inc. (the "Company") announced that Michael A. Bieber had joined the Company as Senior Vice President, Corporate Development.

Mr. Bieber, 46, joined the Company on December 31, 2014 as Senior Vice President, Corporate Development. Prior to joining the Company, Mr. Bieber was a Senior Vice President at Tetra Tech, where he served in a number of leadership roles for over 18 years. From March 2007 to December 2014, Mr. Bieber managed Tetra Tech's mergers and acquisitions and investor relations functions, overseeing over fifty acquisitions. From 2005 to 2007, Mr. Bieber managed Tetra Tech's corporate business development group, where he was responsible for overseeing internal business development, marketing and communications. From January 2000 to December 2014, Mr. Bieber also worked in Tetra Tech's investor relations group. From 1996 to 2000, he was a proposal manager in Tetra Tech's corporate marketing group. From 1994 to 1996, he served at CRC, Inc., and its successor, as a strategic business development consultant to large defense, infrastructure, and environmental firms. Prior to 1994, Mr. Bieber worked for IT Corporation (now CB&I) where he served as project manager and engineer on government nuclear and commercial environmental projects.

Mr. Bieber holds a B.S. degree in Civil Engineering from the Tennessee Technological University.

In conjunction with Mr. Bieber joining the Company, on December 31, 2014, the Company and Mr. Bieber entered into an employment agreement pursuant to which Mr. Bieber will receive an annual salary of \$270,000, an option to purchase 100,000 shares of common stock of the Company (such option vesting in substantially equal annual installments over a three-year period and subject to certain limitations) and certain customary benefits. Mr. Bieber's

employment is at will. The description of Mr. Bieber's employment agreement set forth herein does not purport to be complete and is qualified in its entirety by reference to the employment agreement filed herewith as Exhibit 10.1 and such employment agreement is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

A copy of the press release announcing the appointment of Mr. Bieber as our Senior Vice President, Corporate Development is furnished as Exhibit 99.1 to this report. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

10.1 Employment Agreement, by and between Willdan Group, Inc. and Mike Bieber, dated as of December 17, 2014

99.1 Press Release issued by Willdan Group, Inc. on January 7, 2015

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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: January 7, 2015

By: /s/ Stacy B. McLaughlin  
Stacy B. McLaughlin  
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
10.1	Employment Agreement, by and between Willdan Group, Inc. and Mike Bieber, dated as of December 17, 2014.
99.1	Press Release issued by Willdan Group, Inc. on January 7, 2015

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December 17, 2014

Dear Mike,

It is my pleasure to extend you an offer of full time employment with Willdan Group, Inc. as Senior Vice President out of the Anaheim and Azusa offices. This position reports directly to Tom Brisbin, President/ Chief Executive Officer of Willdan Group, Inc.

*This offer is subject to verification of references and completion of background check.*

Your starting salary will be \$10,386.40 per bi-weekly pay period, which is \$270,000.00 on an annualized basis. This equates to an hourly rate of \$129.83 that is used for client billing and benefit calculations. You will accrue Paid Time Off (PTO) at a rate of 20 days per year.

The offer includes a comprehensive benefits program for you and your eligible dependants, as highlighted in the attached summary. These benefits may change from time to time in accordance with Company policy. Your health insurance will be effective on your start date.

If you accept this offer, subject to formal approval of the Compensation Committee of Willdan Group, Inc., you shall be granted an option to purchase 100,000 shares of common stock of Willdan Group, Inc. ("Common Stock") at an exercise price per share equal to the closing price of a share of the Common Stock on the later of your start date or approval of the Compensation Committee of Willdan Group, Inc., which date shall be the "Date of the Grant" (the "Option"). The Option is intended to qualify as an "incentive stock option" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), to the maximum extent possible within the limitations of the Code. The Option will vest in substantially equal annual installments over the three-year period following the Date of Grant. The vesting of each installment of the Option will occur only if you remain continuously employed with Willdan Group, Inc. through the respective vesting dates. The maximum term of the Option is ten (10) years from the Date of Grant of the Option, subject to earlier termination upon the termination of your employment with Willdan Group, Inc., a change in control of Willdan Group, Inc. defined in the stock incentive plan or Willdan Group, Inc., and similar events. The Option shall be granted under the Willdan Group, Inc. 2008 Performance Incentive Plan as may be amended from time to time, a copy of which has been provided to you with this offer, and is subject to such further terms and conditions as set forth in a written stock option agreement to be entered into by you and Willdan Group, Inc., to evidence the Option (the "Option Agreement"). Such Option Agreement shall be in substantially the form attached hereto as Exhibit A.

Your employment will be at will. Either you or the Company may terminate this employment relationship at any time, for any reason, with or without cause. No one has the authority to change this except by a written agreement signed by you and the president of the Company. This at will agreement will be in effect throughout your employment with the Company. No promises or representations to induce you to accept employment with the Company other than those stated in this letter have been made to you.

Engineering and Planning | Energy Efficiency and Sustainability | Financial and Economic Consulting | National Preparedness and Interoperability  
714.940.6300 | 800.424.9144 | fax: 714.940.4920 | 2401 East Katella Avenue, Suite 300, Anaheim, California 92806-5909 | www.willdan.com

Federal legislation requires us to ask all new hires for documents to establish identity and work eligibility. Please bring appropriate documentation on your first day of employment. A list of acceptable documents is enclosed.

We hope that you decide to join the team here at Willdan Group, Inc. If you are willing to accept employment on these terms, please sign below and send the original back to me. Unless revoked earlier, this offer will remain open through January 5, 2015.

Sincerely,

/s/ Thomas Brisbin

Thomas Brisbin  
President  
Chief Executive Officer

THIS OFFER OF EMPLOYMENT IS ACCEPTED:

/s/ Mike Bieber  
(Signature)

December 17, 2014  
(Date)

cc: Human Resources

Enc.: Benefit Summary Brochure  
Lists of Acceptable Documents  
Exhibit A



**Willdan Expands Executive Leadership Team with Appointment of Mike Bieber as Senior VP of Corporate Development**

**ANAHEIM, Calif., January 7, 2015** — Willdan Group, Inc. (NASDAQ: WLDN) today announced that engineering and construction (“E&C”) industry veteran Mike A. Bieber has joined the company as Senior Vice President, Corporate Development, effective as of December 31, 2014. A 25-year E&C industry veteran, Mr. Bieber will serve a key role within Willdan’s executive leadership with responsibility for driving growth opportunities through merger and acquisition activity.

“It is a pleasure to welcome Mike Bieber, one of our industry’s most seasoned and well-respected professionals, to the corporate executive team at Willdan,” said Chief Executive Officer Tom Brisbin. “A key aspect of our growth strategy includes the pursuit of selective tuck-in acquisitions that can expand our geographic footprint, broaden our service offerings and improve our competitive position. Having completed more than 50 acquisitions over the past seven years, all in the E&C industry, Mike’s knowledge and accomplishments across the technical and consulting services landscape is virtually unmatched. In his new role, Mike will be instrumental to Willdan’s continuing growth and development, and we are excited to have him on board.”

Prior to joining Willdan, Mr. Bieber was a Senior Vice President at Tetra Tech, where he served in a number of leadership roles for over 18 years. From 2007 to 2014, Mr. Bieber managed Tetra Tech’s mergers and acquisitions and investor relations functions, overseeing over 50 acquisitions. From 2005 to 2007, Mr. Bieber managed Tetra Tech’s corporate business development group and, since 2000, played a large role in Tetra Tech’s investor relations group. He started at Tetra Tech as a proposal manager in the corporate marketing group. In the early 1990’s, Mr. Bieber began his E&C industry career at CRC, Inc. and its successor as a strategic business development consultant to large defense, infrastructure, and environmental firms. Prior to that, Mr. Bieber worked for IT Corporation (now CB&I) where he served as project manager and engineer on government nuclear and commercial environmental projects. Mr. Bieber holds a B.S. degree in Civil Engineering from Tennessee Technological University.

**About Willdan Group, Inc.**

Celebrating its 50th year of business, Willdan provides outsourced professional technical and consulting services to public agencies, public and private utilities, and commercial and industrial firms throughout the United States. Willdan benefits from well-established relationships, industry-leading expertise and a solid reputation for delivering projects on time and on budget. The company’s service offerings span a broad set of complementary disciplines that include engineering and planning, energy efficiency and sustainability, financial and economic consulting, and national preparedness. Willdan has crafted this set of integrated services so that, in the face of an evolving environment—whether economic, natural, or built—Willdan can continue to extend the reach and resources of its clients. For additional information, visit Willdan’s website at [www.willdan.com](http://www.willdan.com).

**Forward-Looking Statements**

Statements in this press release that are not purely historical, including statements regarding Willdan’s intentions, hopes, beliefs, expectations, representations, projections, estimates, plans or predictions of the future are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements involve risks and uncertainties including, but not limited to our ability to expand our service offerings and geographic reach, continue to win new contracts and locate and successfully complete acquisition opportunities. 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, a slowdown in the local and regional economies of the states where Willdan conducts business and the loss of or inability to hire additional qualified professionals. Willdan’s business could be affected by a number of other factors, including the risk factors listed from time to time in Willdan’s SEC reports including, but not limited to, the Annual Report on Form 10-K filed for the year ended December 27, 2013. 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:**

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 Chief Financial Officer  
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