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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**WILLDAN GROUP, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_

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April 17, 2013

Dear Stockholder:

You are cordially invited to attend our Annual Meeting of Stockholders to be held on Friday, May 31, 2013 at 10:00 a.m. Pacific Daylight Time at the Hyatt Regency Orange County, 11999 Harbor Blvd., Garden Grove, California 92840.

We utilize the Internet as our primary means of furnishing proxy materials to our stockholders. Stockholders will receive a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials and voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how stockholders can obtain paper copies of the proxy materials if they so choose. Internet transmission and voting are designed to be efficient, cost-effective and preserve resources.

At the Annual Meeting, you will be asked to (i) elect six directors; (ii) ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm; (iii) vote on a non-binding advisory resolution approving the Company's executive compensation; (iv) vote on the frequency of future advisory votes on executive compensation; and (v) transact such other business as may properly come before the meeting. You will note that the Board of Directors of the Company recommends a vote "FOR" the election of each of the six director nominees, "FOR" the ratification of the appointment of Ernst & Young LLP, "FOR" the approval of the non-binding advisory resolution on the Company's executive compensation, and "EVERY YEAR" for the frequency of future advisory votes on executive compensation. The matters to be considered during the Annual Meeting are described in the Notice of Internet Availability of Proxy Materials, the Notice of Annual Meeting of Stockholders and the Proxy Statement.

**YOUR VOTE IS VERY IMPORTANT. We appreciate you taking the time to vote promptly. After reading the Proxy Statement, please vote by Internet, telephone, or mail at your earliest convenience to assure that your shares will be represented and voted at the Annual Meeting, even if you cannot attend. Instructions regarding all methods of voting are provided in the Notice of Internet Availability of Proxy Materials and on the proxy card. If you decide to attend the Annual Meeting and would prefer to vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares. YOUR SHARES CANNOT BE VOTED UNLESS YOU VOTE BY INTERNET, TELEPHONE OR MAIL, OR ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.**

Thank you for your continued support of Willdan. We look forward to seeing you at the Annual Meeting.

A handwritten signature in black ink, appearing to read 'Win Westfall'.

Win Westfall  
*Chairman of the Board*

A handwritten signature in black ink, appearing to read 'Thomas D. Brisbin'.

Thomas D. Brisbin  
*President and Chief Executive Officer*

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## WILLDAN GROUP, INC.

2401 EAST KATELLA AVENUE, SUITE 300  
ANAHEIM, CALIFORNIA 92806

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### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 31, 2013

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NOTICE IS HEREBY GIVEN that the 2013 Annual Meeting of Stockholders (the "Annual Meeting") of Willdan Group, Inc., a Delaware corporation (the "Company"), will be held on Friday, May 31, 2013 at 10:00 a.m. Pacific Daylight Time at the Hyatt Regency Orange County, 11999 Harbor Blvd., Garden Grove, California 92840, for the following purposes described in this Notice:

- (1) To elect six members of the Board of Directors, each to serve for a one-year term and until his or her successor is duly elected and qualified;
- (2) To consider and vote upon the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the year ending December 27, 2013;
- (3) To vote on a non-binding advisory resolution approving the Company's executive compensation;
- (4) To vote on the frequency of future advisory votes on executive compensation; and
- (5) To consider and act upon any other matter that may properly be brought before the Annual Meeting and at any adjournment or postponement thereof.

Any action may be taken on the foregoing matters at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned or postponed.

The Board of Directors has fixed the close of business on Monday, April 8, 2013 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof. Only stockholders of record of the Company's common stock, \$0.01 par value per share, at the close of business on that date will be entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 31, 2013:** Our proxy statement is attached. Our financial and other information is contained in our 2012 Annual Report to Stockholders. Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to our proxy materials by notifying you of the availability of our proxy materials on the Internet. You will not receive a printed copy of the proxy materials unless specifically requested. This proxy statement and our 2012 Annual Report to Stockholders, including our Form 10-K for the year ended December 28, 2012, are available on our website at <http://ir.willdangroup.com/annual-proxy.cfm>, which does not have "cookies" that identify visitors to the site. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials. In addition, the Notice of Internet Availability of Proxy Materials provides instructions on how stockholders may request to receive proxy materials for future Annual Meeting materials in printed or email form.

**YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the Annual Meeting of Stockholders, we urge you to vote and submit your proxy by the Internet, telephone or mail in order to ensure the presence of a quorum. *Registered holders may vote:*

1. By Internet: go to [www.investorvote.com/WLDN](http://www.investorvote.com/WLDN);
2. By toll-free telephone: call 1-800-652-VOTE (8683); or
3. By mail: mark, sign, date and promptly mail the proxy card when received.

Any Proxy may be revoked by delivery of a later dated Proxy or a written notice of revocation or by attending the Annual Meeting and voting in person.

By Order of the Board of Directors

  
Roy L. Gill  
Secretary

Anaheim, California  
April 17, 2013

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**WILLDAN GROUP, INC.**  
2401 EAST KATELLA AVENUE, SUITE 300  
ANAHEIM, CALIFORNIA 92806

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**PROXY STATEMENT  
FOR 2013 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON MAY 31, 2013**

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This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Willdan Group, Inc., a Delaware corporation (the "Company"), for use at its 2013 Annual Meeting of Stockholders to be held on Friday, May 31, 2013 at 10:00 a.m. Pacific Daylight Time at the Hyatt Regency Orange County, 11999 Harbor Blvd., Garden Grove, California 92840, and at any adjournment or postponement thereof (the "Annual Meeting"). We first made this Proxy Statement and the accompanying Notice of Annual Meeting of Stockholders and proxy card available to stockholders on or about April 17, 2013. The Company's 2012 Annual Report, including financial statements for the fiscal year ended December 28, 2012, is being made available to stockholders concurrently with this Proxy Statement. The Annual Report, however, is not part of the proxy solicitation material.

**ABOUT THE ANNUAL MEETING**

**What is the purpose of the Annual Meeting?**

At the Annual Meeting, our stockholders will consider and vote on the following matters:

- (1) the election of six directors;
- (2) the ratification of the appointment of the Company's independent registered public accounting firm;
- (3) the non-binding advisory resolution approving the Company's executive compensation; and
- (4) the frequency of future advisory votes on executive compensation.

In addition, our stockholders will transact any other business that properly comes before the meeting. Management of the Company will also respond to any questions from our stockholders.

**Who can attend the Annual Meeting?**

All stockholders of the Company as of the Record Date, or their duly appointed proxy holders, may attend the Annual Meeting.

**Who is entitled to vote?**

Only holders of record of the Company's common stock, \$0.01 par value per share (the "Common Stock"), at the close of business on the record date, April 8, 2013 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting. Holders of Common Stock are entitled to cast one vote for each share held by them on each matter to be voted upon. The Common Stock is the only class of securities of the Company authorized to vote. Under the Company's Certificate of Incorporation and applicable law, a stockholder is not entitled to cumulative voting rights in the election of directors.

### **What constitutes a quorum?**

The presence, in person or by proxy, of holders entitled to cast at least a majority of all the votes entitled to be cast is necessary to constitute a quorum for the transaction of business at the Annual Meeting. As of the Record Date, 7,352,772 shares of Common Stock were outstanding and entitled to vote. Abstentions and "broker non-votes" will count toward the presence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner returns an executed proxy, but strikes out a particular proposal because the nominee does not have discretionary voting power with respect to that matter and has not received voting instructions from the beneficial owner.

### **How do I vote?**

If you are a registered stockholder as of the close of business on the Record Date, you may vote in person at the Annual Meeting or by proxy without attending the meeting. Stockholders whose shares are registered in their own names may vote (1) by returning a proxy card, (2) via the Internet, or (3) by telephone. Specific instructions to be followed by any registered stockholder interested in voting via the Internet or by telephone are set forth in the Notice of Internet Availability of Proxy Materials and/or on the proxy card. The Internet and telephone voting procedures are designed to authenticate the stockholder's identity and to allow the stockholder to vote his or her shares and confirm that his or her voting instructions have been properly recorded. If you do not wish to vote via the Internet or telephone, please complete, date, sign, and return the proxy card. If you sign and return the proxy card but do not give any instructions, your shares will be voted by the persons named in the proxy card in accordance with the recommendations of the Board of Directors given below.

If your stock is held in the name of a broker, bank or other nominee, please mark, date, sign, and return the voting instruction form you receive from your broker or nominee with the proxy card.

If you are a registered stockholder and wish to vote in person at the meeting, be sure to bring a form of personal picture identification with you. If your stock is held by a broker, bank or other nominee (in "street name") and you wish to vote in person at the meeting, in addition to picture identification you should bring an account statement or a letter from the record holder indicating that you owned the shares as of the record date, and obtain from the record holder and bring with you a proxy from the record holder issued in your name.

### **Can I change my vote after I return my proxy card?**

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by delivering a duly executed proxy bearing a later date or a written revocation to the Secretary of the Company at the address of the Company set forth above, or by attending the Annual Meeting and voting in person. Any stockholder of record as of the Record Date attending the Annual Meeting may vote in person, whether or not a proxy has been previously given, but the presence (without further action) of a stockholder at the Annual Meeting will not constitute revocation of a previously given proxy.

### **If I return my proxy card without specifying voting instructions on it, will my shares be voted?**

Unless you give other instructions on your proxy, the persons named as proxy holders on the proxy will vote in accordance with the recommendations of the Company's Board of Directors. The Board's recommendations are set forth together with the description of each matter in this Proxy Statement. In summary, the Board unanimously recommends a vote: **FOR** election of each of the six nominees for director, **FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 27, 2013, **FOR** the approval of the

non-binding advisory resolution approving the Company's executive compensation and **EVERY YEAR** for the frequency of future advisory votes on executive compensation.

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, at the discretion of the proxy holders.

#### **What vote is required to approve each matter?**

Assuming the presence of a quorum, the affirmative vote of a plurality of all of the votes cast on the matter at the Annual Meeting in person or by proxy will be required for the election of each director nominee and the affirmative vote of a majority of all of the votes cast on the matter at the Annual Meeting in person or by proxy will be required for the ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm and to approve the non-binding advisory resolution approving the Company's executive compensation. In the case of the proposal to determine the frequency of future advisory votes on executive compensation, the frequency that receives the highest number of votes cast will be deemed to be the frequency selected by stockholders.

Abstentions are not counted as votes cast and will have no effect on the vote for the election of the directors, the ratification of the appointment of Ernst & Young LLP, the non-binding advisory resolution approving the Company's executive compensation, or the frequency of future advisory votes on executive compensation.

#### **Who tabulates the votes?**

Stockholder votes will be tabulated by the persons appointed to act as inspectors of election for the Annual Meeting.

#### **Could other matters be decided at the meeting?**

It is not anticipated that any matter, other than those set forth in this Proxy Statement, will be presented at the Annual Meeting. If other matters are presented, proxies will be voted by the proxy holders in accordance with the recommendation of the Board of Directors or, if no recommendation is given, in the discretion of the proxy holders.

#### **What happens if the Annual Meeting is postponed or adjourned?**

Your proxy may be voted at the postponed or adjourned Annual Meeting. You will still be able to change your proxy until it is voted.

#### **How can I receive a copy of the Annual Report?**

We will mail you, without charge, a copy of our annual report on form 10-K for the fiscal year ended December 28, 2012, including the consolidated financial statements, schedules and list of exhibits, upon written request. Requests should be sent to: Willdan Group, Inc., 2401 East Katella Avenue, Suite 300, Anaheim, California 92806, ATTN: Investor Relations. The annual report on Form 10-K is also available at [www.willdan.com](http://www.willdan.com).

#### **Where can I find the voting results of the Annual Meeting?**

Our intention is to announce the preliminary voting results at the Annual Meeting and to publish the final results within four business days after the Annual Meeting on a Form 8-K to be filed with the United States Securities and Exchange Commission (the "SEC") and which we will make available on our website at [www.willdan.com](http://www.willdan.com) under "Investors—SEC Filings."



**PROPOSAL 1:****ELECTION OF DIRECTORS**

The Bylaws provide that the Board of Directors (the "Board") consist of nine directors until changed by the Board. On March 23, 2012 the Board passed a resolution decreasing the size of the board to six directors, effective immediately prior to the 2012 Annual Meeting of Stockholders, which was held on June 1, 2012. The directors are regularly elected at each annual meeting of the stockholders, and each director shall hold office until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

The six nominees, if elected at the Annual Meeting, will hold office until the next annual meeting of stockholders, or until an earlier stockholder meeting at which directors are elected, and until their respective successors are duly elected and qualified. The Board has nominated Win Westfall, Thomas D. Brisbin, Raymond W. Holdsworth, Douglas J. McEachern, Keith W. Renken and John M. Toups to serve as directors of the Company (each a "Nominee" and collectively, the "Nominees"). Each Nominee is currently serving as a director.

Each Nominee has consented to be nominated and to serve if elected. However, if any Nominee is unavailable for election or unable to serve, the proxy holders may vote for another person nominated by the Board or the Board may amend the Bylaws to reduce the number of directors to be elected at the Annual Meeting.

**Information Regarding Nominees**

The following table and biographical descriptions set forth certain information with respect to the Nominees. Unless otherwise specified, each Nominee has continuously served as a director of the Company since he or she was previously elected, based on information furnished to the Company by each Nominee. The following information is as of April 17, 2013, unless otherwise specified.

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Positions Held with the Company (other than Director)</u>
Win Westfall	79	2001	Chairman of the Board
Thomas D. Brisbin	60	2007	President and Chief Executive Officer
Raymond W. Holdsworth	70	2009	
Douglas J. McEachern	61	2009	
Keith W. Renken	78	2006	
John M. Toups	87	2007	

The Company believes that the members of its Board should have a range of skills, experience, diversity, and expertise that enables the Board to provide sound guidance with respect to the Company's operations and interests. When considering a candidate, the Board looks at the current composition of the Board and the evolving needs of the Company, in addition to such candidate's background and accomplishments. The Nominating and Corporate Governance Committee identifies new candidates for election to the Board, reviews their qualifications, skills, experience and other characteristics, and can recommend nominees for director to the Board for approval.

The Board seeks directors with strong reputations and experience in areas relevant to the strategy and operations of the Company's businesses, particularly in engineering, consulting and finance. All of the Nominees hold or have held senior executive positions in large, complex organizations and have operating experience that meets these objectives, as described below. In these positions, they have gained experience in core management skills, strategic and financial planning, public company financial reporting, corporate governance, risk management, and leadership development. Additionally, a number of our directors have experience serving on the boards of directors of other public companies, which increases their knowledge of effective corporate governance.

The Board also believes that each of the Nominees and current directors has other key attributes that are important to an effective board, including integrity and demonstrated high ethical standards, sound judgment, analytical skills, the ability to engage management and each other in a constructive and collaborative fashion, diversity of background, experience, and thought, and the commitment to devote significant time and energy to service on the Board and its Committees. The following biographies provide further qualifications, attributes and other information with respect to the Nominees.

*Win Westfall* has served as our Chairman of the Board since May 2006, and has been a member of our board of directors since 2001. Mr. Westfall was our President and Chief Executive Officer from May 2006 to February 2007, our Senior Vice President of Corporate Relations from January 2004 to May 2006, and a regional manager in northern California from 1998 through January 2004. Mr. Westfall has over 35 years experience as a line manager for consulting engineering firms, and has served as city engineer for seven California cities. Mr. Westfall received his B.S. in Civil Engineering from the University of Southern California in 1962 and an M.B.A. from Pepperdine University in 1980. Mr. Westfall is a fellow of The Society of American Military Engineers and has been active in numerous other professional associations. During 1997, he served as the National President for The American Public Works Association, or APWA, the first private consultant to hold this position. Mr. Westfall has served on and chaired national committees for the American Council of Engineering Companies, and in 2004 was made an Honorary CLOD (past president) of the County Engineers Association of California, the first private consultant to be accorded this honor. He is currently a registered engineer in California and has been a registered civil engineer in Hawaii, Idaho, Nevada and Washington. Mr. Westfall also has served as the trustee of the APWA Education Endowment Fund since 1999 and was on the California Transportation Foundation board of directors from 2005 to 2012. Mr. Westfall, as a former executive officer and regional manager of the Company with significant engineering experience, brings his in-depth knowledge of our Company and its industry, operations and business to the Board, providing valuable insight to the Board as it reviews our operations, growth and financial prospects. In addition, we believe that his experience as an engineer for California cities benefits our Board by providing increased understanding of the needs of our clients.

*Thomas D. Brisbin* joined our Board of Directors in April 2007, when he was also appointed our President and Chief Executive Officer. Dr. Brisbin previously was vice president of and consultant for AECOM Technology Corporation, or AECOM, since spring 2004. At AECOM, a company focused on infrastructure, environment and facilities engineering contracts, Dr. Brisbin was responsible for developing the company's environmental business. Prior to joining AECOM, Dr. Brisbin was chief operating officer and executive vice president of Tetra Tech, Inc., or Tetra Tech, a leading provider of consulting, engineering and technical services, for five years. Prior to that, he was employed by Planning Research Corporation, or PRC, a systems analysis and management consulting company and wholly-owned subsidiary of The Black & Decker Corporation, from 1978 to 1995 and was co-founder and President of PRC Environmental Management, Inc. During his tenure at PRC, he was involved in all aspects of operations, marketing and finance. Before joining PRC, he was a research associate at Argonne National Laboratory. He has also served as an adjunct professor at the Illinois Institute of Technology. Dr. Brisbin holds a B.S. degree from Northern Illinois University and a Ph.D. in Environmental Engineering from Illinois Institute of Technology. He also completed Harvard Business School's Advanced Management Program in 1988. Dr. Brisbin, as our current President and Chief Executive Officer, brings his in-depth knowledge of the day-to-day operations of the Company and its industry to the Board, providing valuable insight to the Board as it reviews our operations, growth and financial prospects. In addition, we believe that his experience as an executive officer at Tetra Tech, a publicly traded engineering and consulting company, benefits our Board by increasing his knowledge of our industry and effective public company corporate governance.

*Raymond W. Holdsworth* joined our Board of Directors in 2009. He serves as the chairperson of our Nominating and Corporate Governance Committee and is a member of our Compensation and Strategy, Mergers and Acquisitions Committees. Mr. Holdsworth previously served as Vice Chairman of Corporate Development for AECOM from October 2005 through March 2009. Mr. Holdsworth joined AECOM in 1992 and held a number of positions, including President, before being named Vice Chairman in 2005. During his tenure at AECOM, he led a variety of outreach, growth and diversification activities. Mr. Holdsworth began his career at Peat Marwick Mitchell and worked in California's Office of Transportation Planning and Research. He has also held senior management positions with DMJM, an engineering/architectural firm in the transportation and infrastructure industry which is now a major operating subsidiary of AECOM, International Technology Corp. and Parsons Brinckerhoff Quade & Douglas Inc., a company that provides strategic consulting, planning, engineering, and program and construction management services relating to infrastructure. Mr. Holdsworth serves as a director of Sundt Corporation, Inc., a private company that builds projects for public and private clients throughout the United States. Mr. Holdsworth received a B.A. in English in 1964 from Lake Forest College and an M.B.A. in 1969 from the University of Pennsylvania, Wharton School of Business. He is a former Chairman of the California Chamber of Commerce and a former Vice Chairman of the Civil Engineering Research Foundation/International Institute. We believe that Mr. Holdsworth's background in engineering and experience as the Vice Chairman of Corporate Development for AECOM during the time when it became a public company provides useful insight to the Board with regard to our growth strategy and strategic initiatives.

*Douglas J. McEachern* joined our Board of Directors in 2009 and serves as the chairperson of our Compensation Committee. He is also a member of our Audit and Nominating and Corporate Governance committees. He was an Audit Partner at Deloitte & Touche, LLP, or Deloitte, from August 1985 until May 2009. Mr. McEachern was a staff member and manager at Deloitte's predecessor, Touche Ross & Co., from 1976 to 1983. From 1983 to 1985, he was the Professional Accounting Fellow with the Federal Home Loan Bank Board in Washington D.C. Mr. McEachern is a member of the Board of Directors of Community Bank in Pasadena, California and a member of its Ethics, Finance, Nominating and Governance, Investment and Audit Committees. In addition, Mr. McEachern joined the Board of Directors of Reading International in May 2012 and is chairman of its Audit and Conflicts Committee. He is also a member of the Finance Committee of the Methodist Hospital of Arcadia and Arcadia Public Library Foundation. Mr. McEachern is an auditing and accountancy instructor at Claremont McKenna College and he has taught accounting at California State Polytechnic University at Pomona. Additionally, Mr. McEachern is a member of the American Institute of Certified Public Accountants, or AICPA. Mr. McEachern received a B.S in Business Administration in 1974 from the University of California, Berkeley, and an M.B.A. in 1976 from the University of Southern California. We believe that Mr. McEachern's significant audit experience at Deloitte makes him an important contributor to our Board and its committees, including the Audit Committee.

*Keith W. Renken* joined our Board of Directors in September 2006. He is the chairperson of our Audit Committee and a member of our Compensation and Strategy, Mergers and Acquisitions Committees. Mr. Renken retired in 1992 as Senior Partner and Chairman, Executive Committee of Southern California, for the public accounting firm Deloitte & Touche. From 1992 through 2006, he was an adjunct professor (executive in residence) in the Marshall School of Business at the University of Southern California. He is currently the Managing Partner of Renken Enterprises, a family business providing consulting services to growth companies and real estate operations. Mr. Renken is on the board of directors and audit committees of two other publicly held companies, East West Bancorp, Inc., since 2000, and Limoneira Company, an integrated agribusiness, since 2009, and one investment management company, Whittier Trust Company, since September 2008. He is also on East West Bancorp, Inc.'s nominating and corporate governance committee. Mr. Renken was also a member of the board of directors of 21<sup>st</sup> Century Insurance Group from 2002 until 2007, and he serves on the boards of directors and/or audit committees of several other private companies and non-profit

organizations. Mr. Renken is a Certified Public Accountant in the states of Arizona (inactive) and California (inactive). He received a B.S. in Business Administration in 1957 from the University of Arizona and an M.S. in Business Administration from the University of Arizona in 1959. We believe that Mr. Renken's considerable knowledge of financial and operational issues facing large companies and his accounting and finance experience at Deloitte makes him a valuable member of our Board and its committees, including the Audit Committee. In addition, we believe that Mr. Renken's extensive experience on the boards and audit committees of diverse public and private companies, including financial services companies, provides him with increased knowledge of effective corporate governance that benefits the Board and its committees.

*John M. Toups* joined our Board of Directors in April 2007. Mr. Toups serves as chairperson of our Strategy, Mergers and Acquisitions Committee and he is a member of our Audit and Compensation Committees. Mr. Toups served as President and Chief Executive Officer of PRC from 1977 until 1987. Prior to that, Mr. Toups served in various executive positions with PRC. For a short period of time in 1990, he served as interim Chairman of the Board of Directors and Chief Executive Officer of the National Bank of Washington and Washington Bancorp. Mr. Toups serves as a director of one other public company, NVR, Inc., a homebuilding and mortgage banking company. In addition, Mr. Toups serves as a director of one privately held company, Dewberry & Davis, an engineering services firm, and serves on Dewberry's audit and compensation committees. Mr. Toups also served as a director of Halifax Corporation, a publicly held electronic services company, from 1993 until 2010, when Halifax Corporation was acquired and ceased to be a publicly traded company. In addition, he served on the board of directors for GTSI Corp., a reseller of software and hardware, from October 1997 until it was sold in October 2012. He also is currently the Chair Emeritus for the Inova Health System Board of Trustees. Mr. Toups received his B.S. in Civil Engineering from the University of California, Berkeley in 1949. He is a registered civil engineer in California and Maryland and a fellow of the American Society of Civil Engineers. We believe that Mr. Toups' extensive experience as an officer and as a director of a broad range of both public and private companies, including engineering and financial services companies, allows him to provide strong leadership and oversight on our strategic and financial plans. In particular, we believe Mr. Toups' experience as President and Chief Executive Officer of PRC and his extensive experience serving on the boards and committees of publicly traded companies provides valuable insight on our industry and effective corporate governance to our Board and its committees.

#### **Vote Required for Election of Each Nominee**

Election of each Nominee requires the affirmative vote of a plurality of all of the votes cast on the matter at the Annual Meeting.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES. PROXIES RECEIVED WILL BE VOTED "FOR" EACH OF THE NOMINEES UNLESS STOCKHOLDERS SPECIFY OTHERWISE IN THE PROXY.**

**PROPOSAL 2:****RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP  
AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Ernst & Young LLP as the Company's independent registered public accounting firm to audit its financial statements for the fiscal year ending December 27, 2013.

Although ratification by stockholders is not required by law, the Board has determined that it is desirable to request approval of the appointment of Ernst & Young LLP for the fiscal year ending December 27, 2013 by the stockholders. If the stockholders do not ratify this appointment, the Audit Committee will reconsider whether or not to retain Ernst & Young LLP, and may decide to retain them notwithstanding the vote. Even if the appointment is ratified, the Audit Committee in its discretion may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders. In addition, if Ernst & Young LLP should decline to act or otherwise become incapable of acting, or if the employment should be discontinued, the Audit Committee will appoint a substitute independent public registered public accounting firm. A representative of Ernst & Young LLP will be present at the Annual Meeting, will be given the opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions.

**Principal Accountant's Fees and Services**

The following is a summary of the fees billed to us by Ernst & Young LLP for professional services for the fiscal years ended December 28, 2012 and December 30, 2011:

<u>Fee Category</u>	<u>Fiscal 2012 Fees</u>	<u>Fiscal 2011 Fees</u>
Audit Fees	\$ 350,000	\$ 335,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
<b>Total Fees</b>	<b>\$ 350,000</b>	<b>\$ 335,000</b>

KPMG LLP was dismissed as the Company's independent registered public accounting firm on June 29, 2010, upon the recommendation of the Audit Committee and approval by our Board of Directors. The following is a summary of the fees billed to us by KPMG LLP for professional services for the fiscal years ended December 28, 2012 and December 30, 2011:

<u>Fee Category</u>	<u>Fiscal 2012 Fees</u>	<u>Fiscal 2011 Fees</u>
Audit Fees	\$ 15,000	\$ 15,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
<b>Total Fees</b>	<b>\$ 15,000</b>	<b>\$ 15,000</b>

***Audit Fees***

Fees for audit services provided by Ernst & Young LLP for fiscal 2012 and fiscal 2011 consisted of professional services for the annual audit of our consolidated financial statements and for review of our interim condensed consolidated financial statements including quarterly reports. Fees for audit services provided by KPMG LLP for fiscal 2012 and fiscal 2011 consisted of fees associated with providing

consents to the use of their audit report on our consolidated financial statements for fiscal 2009 and 2010.

***Audit-Related Fees***

No fees for audit-related services were billed by Ernst & Young LLP or KPMG LLP in fiscal 2012 or fiscal 2011.

***Tax Fees***

No fees for tax services, including tax return preparation, tax compliance, tax advice and tax planning, were billed by Ernst & Young LLP or KPMG LLP in fiscal 2012 or fiscal 2011.

***All Other Fees***

There were no fees paid for any other services not described above in fiscal 2012 or fiscal 2011.

The Company has been advised by Ernst & Young LLP and KPMG LLP that neither of the firms, nor any member of either of the firms, has any financial interest, direct or indirect, in any capacity in the Company or its subsidiaries.

**Audit Committee Pre-Approval Policy**

Consistent with SEC policies regarding independence, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm, including audit services, audit-related services, tax services, and other services. In some cases, the full Audit Committee provides pre-approval for up to a year, related to a particular defined task or scope of work and subject to a specific budget. During the year, circumstances may arise when it becomes necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval categories. In those instances, the Audit Committee requires specific pre-approval before engaging the independent registered public accounting firm. The Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next regularly scheduled meeting.

**Vote Required for Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm**

Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 27, 2013, requires the affirmative vote of a majority of all the votes cast on the matter at the Annual Meeting.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 27, 2013. PROXIES RECEIVED WILL BE VOTED "FOR" RATIFICATION UNLESS STOCKHOLDERS SPECIFY OTHERWISE IN THE PROXY.**

**PROPOSAL 3:**

**VOTE ON NON-BINDING ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was amended pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"), we are asking stockholders to approve a non-binding advisory resolution approving our executive compensation as reported in this Proxy Statement.

Our executive compensation is designed to attract and retain executive talent and increase value for stockholders. Our strong leadership team has enabled us to navigate a challenging global macro-economic environment by identifying opportunities for growth and reacting quickly to changes in our markets. In response to challenges we faced starting in the second quarter of 2012, we also ceased to grant new equity awards for our executives and did not pay bonuses for work performed in 2012. We have not changed our executive compensation since 2011. We believe that our executive compensation practices have helped us to attract and retain executive talent, contributed to the overall growth of our company and have been appropriate in light of the economic environment.

We urge stockholders to read the "Executive Compensation" section beginning on page 22 of this Proxy Statement, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, including the Summary Compensation Table and related compensation tables and narratives which provide detailed information on the compensation of our Named Executive Officers as defined below under "Executive Compensation." The Compensation Committee and the Board believe that the policies, procedures and programs articulated under "Executive Compensation" have been effective in achieving our goals and that the compensation of our Named Executive Officers reported in this Proxy Statement has incentivized and contributed to the retention of the Named Executive Officers.

We are asking stockholders to approve the following advisory resolution at the Annual Meeting:

RESOLVED, that the stockholders of the Company approve, on an advisory basis, the compensation of the Company's Named Executive Officers set forth under "Executive Compensation," including the Summary Compensation Table and the related compensation tables and narratives in the Proxy Statement for the 2013 Annual Meeting of Stockholders.

This vote is an advisory vote only and will not binding on us, our Board of Directors or the Compensation Committee, and will not be construed as overruling a decision by, or creating or implying any additional fiduciary duty for, the Board of Directors or the Compensation Committee. However, the Compensation Committee, which is responsible for designing and administering our executive compensation program, values the opinions expressed by stockholders in their vote on this proposal, and will consider the outcome of the vote when making future compensation decisions for Named Executive Officers.

**Vote Required for Approval of the Non-Binding Advisory Resolution Approving Executive Compensation**

Approval of the non-binding advisory resolution approving our executive compensation requires the affirmative vote of a majority of all the votes cast on the matter at the Annual Meeting.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPANY'S EXECUTIVE COMPENSATION. PROXIES RECEIVED WILL BE VOTED "FOR" APPROVAL UNLESS STOCKHOLDERS SPECIFY OTHERWISE IN THE PROXY.**

**PROPOSAL 4:**

**ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION**

We will provide an advisory vote on executive compensation at least once every three years. Pursuant to Section 14A of the Exchange Act, we are asking stockholders to vote on whether future advisory votes on executive compensation should occur every year, every two years or every three years.

After careful consideration, the Board of Directors recommends that future advisory votes on executive compensation occur every year. We currently do not have a formal executive compensation plan, and accordingly, until we have such a plan, we believe that annual feedback from our stockholders will help our Compensation Committee make decisions on executive compensation.

Stockholders will be able to specify one of four choices for this proposal on the proxy card: every year, every two years, every three years or abstain. Stockholders are not voting to approve or disapprove the Board's recommendation. This advisory vote on the frequency of future advisory votes on executive compensation is non-binding on the Board. Notwithstanding the Board's recommendation and the outcome of the stockholder vote, the Board may in the future decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs.

**Vote Required for the Frequency of Future Advisory Votes on Executive Compensation**

Ratification of the frequency of future advisory votes on executive compensation requires the affirmative vote of a majority of all the votes cast on the matter at the Annual Meeting.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "EVERY YEAR" FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. PROXIES RECEIVED WILL BE VOTED "EVERY YEAR" UNLESS STOCKHOLDERS SPECIFY OTHERWISE IN THE PROXY.**



## CORPORATE GOVERNANCE

### The Board of Directors

#### *Corporate Governance*

The Company is managed under the direction of a Board of Directors currently composed of six members, five of whom the Board has determined are independent under the rules of the listing standards for the Nasdaq Global Market (the "Nasdaq Rules") and the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Board members are expected to attend each Board meeting and each meeting of any committee on which such Board member serves and they are encouraged to attend the Annual Meeting of Stockholders. The Board of Directors met four times in 2012. Each incumbent director attended at least 75% of the total number of meetings of the Board of Directors and of each committee on which he or she served during 2012. Each incumbent director attended the 2012 annual meeting. Stockholders or other interested parties may communicate with members of the Board of Directors individually or with the Board of Directors as a whole by sending a letter to the appropriate director or the Board of Directors in care of the Secretary of the Company at the address shown below under "— Communications with the Board of Directors."

#### *Board Leadership Structure*

The Board does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board as the Board believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of the Board. The Board has determined that having a non-management director serve as Chairman is in the best interests of the Company's stockholders at this time. This structure permits the Chief Executive Officer to focus on the management of the Company's day-to-day operations. At the same time, because the Chairman of the Board, Mr. Westfall, is the Company's former President and Chief Executive Officer, and worked for the Company from 1998 until 2007, this structure also makes use of Mr. Westfall's extensive knowledge of the Company and its industry. The Company also believes that having a non-management director serve as Chairman of the Board ensures a greater role for the independent directors in the oversight of the Company and active participation of the independent directors in setting agendas and establishing Board priorities and procedures.

#### *Executive Sessions*

Non-management directors meet regularly in executive sessions without management. Non-management directors are those directors who are not Company officers or employees and include directors, if any, who are not independent by virtue of the existence of a material relationship with the Company, former status or family relationship or for any other reason other than being an employee of the Company. Executive sessions are led by a "Lead Director" and Mr. Renken has been designated as the Lead Director. An executive session is held in conjunction with each regularly scheduled quarterly Board meeting and other sessions may be called by the Lead Director in his own discretion or at the request of the Board.

#### *Director Independence*

The Company has established standards of independence for the Board that comply with the Nasdaq Rules and Exchange Act. Under these standards of independence, for a director to be considered independent, the director must, among other things, not be an officer or employee of the Company or its subsidiaries and the director must not have a relationship which, in the opinion of the

Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Company's policy is to have at least a majority of directors qualify as independent under the listing standards set forth in the Nasdaq Rules and Exchange Act. The Board of Directors has determined that Messrs. Holdsworth, McEachern, Renken, Toups and Westfall are independent under the standards set forth in the Nasdaq Rules and the Exchange Act.

### ***Committees of the Board of Directors***

We have four standing committees of the Board of Directors: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategy, Mergers and Acquisitions Committee. The charters for each of these committees are available on our website at [www.willdan.com](http://www.willdan.com) under "Investors—Corporate Governance—Governance Documents" or are available in print to any stockholder who requests a copy from the Company's Secretary at 2401 East Katella Avenue, Suite 300, Anaheim, California 92806. Each of these committees regularly reports to the Board of Directors as a whole. Mr. Westfall, our chairman of the board, serves as an ex officio member of each committee. The following summaries identify the members of each committee as of the date of this proxy statement. The composition of each committee may change following the Annual Meeting.

***Audit Committee.*** The Board's Audit Committee consists of Messrs. Renken, McEachern and Toups, each of whom the Board has determined is an independent director and meets the independence requirements for Audit Committee members under the Nasdaq Rules and the Exchange Act. Mr. Renken is the chairman of the Audit Committee and has been designated by the Board as the Audit Committee financial expert. Each of the other members of the Audit Committee is financially literate, in accordance with the Nasdaq Rules. The Audit Committee met four times during fiscal 2012.

Under the terms of the Audit Committee charter, the purpose of this committee is to assist the Board in overseeing the integrity of the Company's financial statements and financial reporting, the Company's compliance with legal and regulatory requirements, the qualifications and independence of the Company's independent registered public accounting firm, the performance of the Company's internal reporting and audit functions, and the Company's disclosure controls and procedures and system of internal controls regarding finance, accounting, legal compliance and ethics. The Audit Committee confers formally with the Company's independent registered public accounting firm, as well as with members of management to inquire as to the manner in which the respective responsibilities of these groups and individuals are being discharged. The Audit Committee engages our independent registered public accounting firm and reviews and approves the scope of the audit conducted by the independent registered public accounting firm.

***Compensation Committee.*** The Board's Compensation Committee consists of Messrs. McEachern, Holdsworth and Toups, each of whom the Board has determined is an independent director under the Nasdaq Rules and the Exchange Act, with Mr. McEachern serving as the Committee's chairman. The Compensation Committee is responsible for establishing and governing the compensation and benefit practices of the Company. The Compensation Committee charter requires that the Compensation Committee consist of three or more members of the Board, each of whom satisfies the independence requirements under Nasdaq Rules and the Exchange Act. At all times during fiscal 2012, the Compensation Committee consisted of at least three members of the Board, each of whom the Board has affirmatively determined satisfies these independence requirements. The Compensation Committee met four times during fiscal 2012.

The Compensation Committee assists the Board of Directors in determining the compensation of the Company's executive officers and senior management and recommends to the Board annual and long-term compensation for the Company's executive officers and senior management. In addition to its

annual review of the compensation of the Company's officers, the Compensation Committee administers the Company's 2008 Performance Incentive Plan (the "2008 Plan"), 2006 Stock Incentive Plan (the "2006 Plan") and the Amended and Restated Willdan Group, Inc. 2006 Employee Stock Purchase Plan (the "ESPP"). The Committee has the authority to designate officers, directors or key employees eligible to participate in the plans, to prescribe the terms of any award of stock options, to interpret the plans, and to make all other determinations for administering the plans. Our Chief Executive Officer recommends to the Compensation Committee salary, annual bonus and long-term compensation levels for less senior officers, including the other Named Executive Officers (as defined below). Our other executive officers, including the other Named Executive Officers, do not currently have any role in determining or recommending the form or amount of compensation paid to our Named Executive Officers or our other executive officers.

The Compensation Committee is authorized to retain and terminate any compensation consultant engaged to assist in the evaluation of the compensation of our senior executive officers (including all of the Named Executive Officers). In light of the straightforward nature of our executive compensation arrangements, the Compensation Committee believes it has not been necessary to date to retain independent compensation consultants.

*Nominating and Corporate Governance Committee.* The Board's Nominating and Corporate Governance Committee consists of Messrs. Holdsworth, McEachern and Renken, each of whom the Board has determined is an independent director under the Nasdaq Rules, with Mr. Holdsworth serving as the Committee's chairman. The Nominating and Corporate Governance Committee met four times in fiscal 2012.

The Nominating and Corporate Governance Committee works with the Board of Directors to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Nominating and Corporate Governance Committee and the Board take into account many factors, as discussed above under "Proposal 1. Election of Directors—Information Regarding Nominees." Although the Company does not have a formal policy with regard to the consideration of diversity in identifying candidates for election to the Board, the Nominating and Corporate Governance Committee recognizes the benefits associated with a diverse group of directors and takes diversity considerations into account when identifying director candidates. The Nominating and Corporate Governance Committee and the Board seek a broad range of perspectives and consider both the personal characteristics and experience of prospective nominees to ensure that the Board as a whole will possess the appropriate skills and expertise to oversee the Company. These factors, and others considered useful by the Nominating and Corporate Governance Committee, will be reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time.

After assessing the perceived needs of the Board, the Nominating and Corporate Governance Committee may identify specific individuals to serve as directors and the committee looks to well respected companies as a potential source of director candidates with relevant experience. The priorities and emphasis of the Nominating and Corporate Governance Committee and of the Board may change from time to time to take into account changes in business and other trends and the portfolio of skills and experience of current and prospective Board members. The Nominating and Corporate Governance Committee establishes procedures for the nomination process and may recommend candidates for election to the Board.

*Strategy, Mergers and Acquisitions Committee.* The Board's Strategy, Mergers and Acquisitions, or SMA, Committee consists of Messrs. Toups, Holdsworth, and Renken, each of whom the Board has determined is an independent director under the Nasdaq Rules, with Mr. Toups serving as the Committee's chairperson. The SMA Committee assists the Board by reviewing and making recommendations to the Board or taking actions on behalf of the Board relating to the Company's

financial and strategic plans. The SMA Committee charter requires that the SMA Committee consist of three members of the Board, each of whom the Board has determined satisfies the independence requirements under the Nasdaq Rules and the Exchange Act. The SMA Committee met four times during fiscal 2012.

The responsibilities of the SMA Committee include reviewing with management, on a timely basis, significant financial matters of the Company and its subsidiaries, including matters relating to the Company's capitalization, dividend policy and practices, credit ratings, cash flows, borrowing activities, investment strategies, and potential acquisitions, and risk oversight. The SMA Committee also reviews and may recommend to the Board actions relating to offerings of the Company's debt or equity securities; purchases or disposals of treasury shares, except the purchase of shares pursuant to approved employee benefit plans; stock splits or reclassification of shares; the declaration and payment of any dividends on the Company's common stock; guarantees of unconsolidated third party indebtedness; and certain other financial transactions and strategies.

### ***Oversight of Risk***

Companies face a variety of risks, including credit risk, liquidity risk, and operational risk. The Board believes an effective risk management system will (1) timely identify the material risks that the Company faces, (2) communicate necessary information with respect to material risks to senior executives and, as appropriate, to the Board or relevant Board Committee, (3) implement appropriate and responsive risk management strategies consistent with the Company's risk profile, and (4) integrate risk management into the Company decision-making.

The Board has designated the SMA Committee to take the lead in overseeing risk management and the SMA Committee makes periodic reports to the Board regarding briefings provided by management and advisors as well as the Committee's own analysis and conclusions regarding the adequacy of the Company's risk management processes.

In addition to the formal compliance program, the Board encourages management to promote a corporate culture that incorporates risk management into the Company's corporate strategy and day-to-day business operations. The Board also continually works, with the input of the Company's executive officers, to assess and analyze the most likely areas of future risk for the Company.

### ***Code of Ethics***

The Company expects that all of its directors, officers and employees will maintain a high level of integrity in their dealings with and on behalf of the Company and will act in the best interests of the Company. The Company has adopted a Code of Ethical Conduct which provides principles of conduct and ethics for the Company's directors, officers and employees. This Code complies with the requirements of the Sarbanes-Oxley Act of 2002 and the Nasdaq Rules. This Code of Ethical Conduct is available on the Company's website at [www.willdan.com](http://www.willdan.com) under "Investors—Corporate Governance—Governance Documents" and is also available in print, without charge, to any stockholder who requests a copy by writing to our Secretary at 2401 East Katella Avenue, Suite 300, Anaheim, California 92806.

### ***Material Litigation***

There are currently no ongoing material proceedings in which any director or executive officer is a party adverse to the Company or any of its subsidiaries, or in which any director or executive officer has a material interest adverse to the Company or any of its subsidiaries.

### ***Director Nominations by Stockholders***

The Board will consider director candidates recommended by stockholders for inclusion on the slate of directors nominated by the Board. Any stockholder may submit one candidate for consideration in conformity with the Bylaws, including the advance notice provisions therein, and as set forth hereafter under the caption "Other Information—Stockholder Proposals." Stockholders wishing to recommend a candidate must submit the recommendation to the Nominating and Corporate Governance Committee, c/o the Secretary, Willdan Group, Inc., 2401 East Katella Avenue, Suite 300, Anaheim, California 92806. If a nominating stockholder is not a record holder, the stockholder must provide the same evidence of eligibility as set forth in Exchange Act Rule 14a-8(b)(2).

At the time the nominating stockholder submits the recommendation, the candidate must submit all information about the candidate that the Company would be required to disclose in a proxy statement in accordance with Exchange Act rules. In addition, at that time the candidate must:

- Certify that he or she meets the requirements to be: (a) independent under the independence requirements of the Nasdaq Rules, (b) a non-management director under Rule 16b-3 of the Exchange Act, and (c) an outside director under Section 162(m) of the Code;
- Consent to serve on the Board of Directors, if nominated and elected; and
- Agree to complete, upon request, a customary directors' and officers' questionnaire.

The nominating stockholder must also submit the following information in its notice to the Company: (i) the name and record address of such stockholder, (ii) the class or series and number of shares of capital stock of the Company that are owned beneficially or of record by such stockholder; (iii) any derivative positions with respect to shares of the Company's capital stock held or beneficially held by or on behalf of such stockholder, the extent to which any hedging or other transaction or series of transactions has been entered into with respect to shares of the Company's capital stock by or on behalf of such stockholder, and the extent to which any other agreement or understanding has been made, the effect or intent of which is to increase or decrease the voting power of such stockholder with respect to shares of the Company's capital stock, (iv) a representation that such stockholder is a holder of record entitled to vote at the annual meeting and intends to appear in person or by proxy at the annual meeting to bring such nomination before the annual meeting, and (v) a representation whether the stockholder intends or is part of a group that intends (A) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee and/or (B) otherwise to solicit proxies from stockholders in support of such nomination.

The Nominating and Corporate Governance Committee will evaluate any stockholder-recommended candidate to determine whether he or she is highly qualified. Particular consideration will be given to those individuals who have substantial achievement in their personal and professional pursuits and whose talents, experience and integrity would be expected to contribute to the best interests of the Company and to long-term stockholder value. Without limitation, the Committee recommends individuals who have a general management focus, have specialization in the Company's principal business activities or finance, have significant experience in issues encountered by public companies and who could contribute to the diversity of the board. The Nominating and Corporate Governance Committee evaluates stockholder-recommended candidates in the same way it evaluates candidates proposed from other sources.

***Communications with the Board of Directors***

Individuals may contact the Company's entire Board of Directors or an individual director by sending a written communication to the Board or such director in care of:

Secretary  
Willdan Group, Inc.  
2401 E. Katella Avenue, Suite 300  
Anaheim, CA 92806

Each communication must set forth the name and address of the stockholder on whose behalf the communication is sent. Each communication will be reviewed by the Company's Secretary to determine whether it is appropriate for presentation to the Board or such director. Advertisements, solicitations or hostile communications will not be presented. Communications determined by the Secretary to be appropriate for presentation to the Board or such director will be submitted to the Board or such director on a periodic basis.

A stockholder wishing to communicate directly with the non-management members of the board may address the communication to "Non-Management Directors, c/o Board of Directors" at the same address set forth above. These communications will be handled by the Lead Director, who presides at the meetings of non-management directors. Finally, communications can be sent directly to individual directors by addressing letters to the director's individual name, c/o the Board of Directors, at the address above.

**PRINCIPAL STOCKHOLDERS**

Except as otherwise noted, the following table sets forth information as of April 8, 2013 with respect to: (i) each of our directors and director nominees, (ii) each of our Named Executive Officers (as defined below under "Executive Compensation"), (iii) our directors and executive officers as a group and (iv) each person known by us to own beneficially more than 5% of the outstanding shares of our common stock, based upon Schedule 13G and Schedule 13D reports filed with the SEC.

Unless otherwise noted below, the address of the persons listed in the table is c/o Willdan Group, Inc., 2401 East Katella Avenue, Suite 300, Anaheim, California 92806. The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or "investment power," which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed a beneficial owner of securities as to which he has no economic interest. Except as otherwise noted, we believe, based on the information furnished to us, that the persons named in the table below have sole voting and investment power with respect to all shares of common stock reflected as beneficially owned, subject to applicable community property laws. We had 7,352,772 shares of common stock outstanding on April 8, 2013.

<u>Name and Address of Stockholder</u>	<u>Amount of Beneficial Ownership</u>	<u>Percent of Common Stock</u>
<i>Executive Officers, Directors and Director Nominees</i>		
Win Westfall(1)	21,500	*
Thomas D. Brisbin(2)	290,464	3.84%
Raymond W. Holdsworth(3)	37,500	*
Douglas J. McEachern(4)	42,500	*
Keith W. Renken(5)	91,600	1.24%
John M. Toups(6)	45,500	*
Kimberly D. Gant(7)	91,837	1.24%
Marc Tipermas(8)	75,496	1.02%
All directors and executive officers as a group (10 persons)	888,229	11.29%
<i>5% Stockholders</i>		
Perlus Microcap Fund, L.P.(9) Templar House Don Road, St. Helier Jersey, Channel Island JE12TR	729,600	9.92%
Edward W. Wedbush(10) P.O. Box 30014 Los Angeles, CA 90030-0014	983,990	13.38%

\* The percentage of shares beneficially owned by this executive officer or director does not exceed one percent of the Company's outstanding common stock.

- (1) Consists of 2,000 shares of common stock held directly by Mr. Westfall and 19,500 shares of common stock subject to options exercisable on or before June 7, 2013.
- (2) Consists of 75,465 shares of common stock held directly by Dr. Brisbin and 214,999 shares of common stock subject to options exercisable on or before June 7, 2013.

- (3) Consists of 20,000 shares of common stock held directly by Mr. Holdsworth and 17,500 shares of common stock subject to options exercisable on or before June 7, 2013.
- (4) Consists of 25,000 shares of common stock held in The McEachern Family Trust and 17,500 shares of common stock subject to options exercisable on or before June 7, 2013. Mr. McEachern and his wife are co-trustees and beneficiaries of the trust and have shared voting and investment control over our shares of common stock held therein.
- (5) Consists of 68,100 shares of common stock held by the LVRJC Partnership and 23,500 shares of common stock subject to options exercisable on or before June 7, 2013. Mr. Renken is the managing partner of the partnership and has sole voting and investment control over our shares of common stock held therein.
- (6) Consists of 24,000 shares of common stock held directly by Mr. Toups and 21,500 shares of common stock subject to options exercisable on or before June 7, 2013.
- (7) Consists of 21,171 shares of common stock held directly by Ms. Gant and 70,666 shares of common stock subject to options exercisable on or before June 7, 2013.
- (8) Consists of 9,996 shares of common stock held directly by Dr. Tipermas and 65,500 shares of common stock subject to options exercisable on or before June 7, 2013.
- (9) The information is based solely on a Schedule 13G/A filed on March 8, 2013 with the SEC by Perlus Microcap Fund L.P.
- (10) The information is based solely on a Schedule 13G/A filed on February 15, 2013 with the SEC by Wedbush, Inc., Edward W. Wedbush, Wedbush Securities, Inc., Wedbush Opportunity Capital, LLC, and Wedbush Opportunity Partners, LP. This number includes 185,901 shares of common stock over which Edward W. Wedbush has sole voting power, 891,444 shares over which Edward W. Wedbush have shared voting power, 185,901 shares over which Edward W. Wedbush has sole dispositive power, and 983,990 shares over which Edward W. Wedbush has shared dispositive power. The 983,990 shares include 343,078 shares over which Wedbush Securities, Inc. and Wedbush, Inc. have dispositive power. Edward W. Wedbush disclaims beneficial ownership over the 343,078 shares. The schedule also reports:
  - (a) 171,923 shares of common stock over which Wedbush, Inc. has sole voting power, 707,643 shares over which Wedbush, Inc. has shared voting power, 171,923 shares over which Wedbush, Inc. has sole dispositive power, and 800,189 shares over which Wedbush, Inc. has shared dispositive power. The 800,189 shares include 343,078 shares over which Wedbush Securities, Inc. and Wedbush Inc. have dispositive power. Wedbush, Inc. disclaims beneficial ownership over the 343,078 shares;
  - (b) 285,188 shares of common stock over which Wedbush Securities, Inc. has sole voting power, shared voting power and sole dispositive power, and 377,734 shares over which Wedbush Securities, Inc. has shared dispositive power. The 377,734 shares include 92,546 shares over which Wedbush Securities, Inc. has dispositive power. Wedbush Securities, Inc. disclaims beneficial ownership over the 92,546 shares; and
  - (c) 250,532 shares of common stock over which each of Wedbush Opportunity Capital, LLC and Wedbush Opportunity Partners, LP have shared voting power and shared dispositive power.



**MANAGEMENT**

The following table sets forth the names, ages and positions of our current executive officers. Executive officers of the Company serve at the pleasure of the Board of Directors. During fiscal 2012, Dr. Brisbin, Ms. Gant and Dr. Tipermas were employed pursuant to employment agreements, which are summarized below under "Executive Compensation—Description of Employment Agreements, Salary and Bonus Amounts."

<b>Name</b>	<b>Age</b>	<b>Position</b>
Thomas D. Brisbin	60	President and Chief Executive Officer, Director
Kimberly D. Gant	47	Chief Financial Officer, Senior Vice President and Treasurer
Daniel Chow	62	President and Chief Executive Officer of Willdan Engineering
Marc Tipermas	65	President of National Programs
Frank G. Tripepi	65	Senior Vice President, Business Development

Biographical information concerning Dr. Brisbin is set forth under the caption "Proposal 1. Election of Directors—Information Regarding Nominees and Directors."

*Kimberly D. Gant* was appointed Chief Financial Officer in July 2007. From January 2005 to July 2007, Ms. Gant served as Vice President of corporate development for AECOM Technology Corporation. At AECOM, Ms. Gant was responsible for due diligence and integration activities for mergers and acquisitions, treasury and capital markets activities and SEC financial reporting compliance. From October 1996 to January 2005, Ms. Gant was employed by Tetra Tech, Inc. At Tetra Tech, she held finance positions of increasing responsibility, including Vice President of corporate development and treasury and Vice President of corporate planning and reporting, and was responsible for pre-acquisition financial analysis, acquisition due diligence and execution, treasury management, strategic sourcing and international business and financial risk assessment. Prior to joining Tetra Tech, Ms. Gant was employed by Hydro-Search, Inc., an engineering and consulting firm acquired by Tetra Tech in 1994, in various accounting positions. Ms. Gant is a certified public accountant (inactive) and holds a Bachelor of Accountancy (BAC) from the University of Oklahoma.

*Daniel Chow* was appointed President and Chief Executive Officer of Willdan Engineering in December 2008. Prior to joining Willdan, Mr. Chow was the Vice President of AMEC Earth & Environmental, Inc., a subsidiary of AMEC plc, a global provider of high-value consultancy, engineering and project management services to the energy, power and process industries, from April 2004 to December 2008. Prior to AMEC, Mr. Chow worked at Tetra Tech EM Inc. (formerly PRC Environmental Management, Inc.) for over 20 years and held various senior management positions, including Vice President of US operations. During Mr. Chow's tenure with these firms he was responsible for establishing new offices and developing and implementing management systems firmwide to enhance operations. He also led the pursuit and management of multi-million dollar contracts for government clients that included the U.S. Navy and the U.S. Army Corps of Engineers. Mr. Chow received his B.Sc. in Mechanical Engineering from Tennessee Technological University and his Master's Degree in Environmental Engineering from Illinois Institute of Technology. He is a registered professional engineer in the state of Illinois and Guam.

*Marc Tipermas* was appointed President of National Programs in May 2007. Dr. Tipermas has spent most of his 35-year career in the professional services industry in a variety of senior executive level business development and operations positions. From 1981 to 1998, Dr. Tipermas worked at ICF Kaiser International, a global consulting, engineering, and program management firm with over 6,000 employees, and was named President and Chief Operating Officer in 1997. From January 2002 to May 2006, he was Senior Vice President for Business Development of Dynamac Corporation, an environmental consulting firm. From October 1998 to December 2001 and from May 2006 to May 2007, he worked as an independent business development consultant to several nationwide engineering

and consulting firms. From 1977 to 1981 Dr. Tipermas worked at the U.S. Environmental Protection Agency (EPA) and from 1980 to 1981 served as the first Director of EPA's Superfund Policy and Program Management Office. From 1975 to 1977 he was Assistant Professor of Political Science at SUNY/Buffalo. Dr. Tipermas received an S.B. from the Massachusetts Institute of Technology and holds Ph.D. and Master's degrees from Harvard University in political science.

*Frank G. Tripepi* was appointed Senior Vice President, Business Development in May 2011. Previously, he served as the President and Chief Executive Officer of our subsidiary, Willdan Financial Services, formerly known as MuniFinancial, from June 2002 to May 2011. From October 2008 to December 2009, Mr. Tripepi also served as the interim city manager for the City of La Puente. Prior to joining Willdan Financial Services, Mr. Tripepi served as the city manager of Rosemead, California for approximately 28 years. In April 2004, Mr. Tripepi received an appointment to the Board of Governors of the Rose Institute of State and Local Government. The Rose Institute conducts and publishes research on California government and politics. Mr. Tripepi received his B.A. in Political Science in 1969 from California State University, Fullerton.

**EXECUTIVE COMPENSATION**

This section presents information regarding compensation of our principal executive officer and our two other most highly compensated executive officers (the "Named Executive Officers").

Our executive compensation is designed to attract and retain executive talent and increase value for stockholders. Our executive compensation program includes a number of features intended to reflect best practices in the market and help ensure that the program reinforces stockholder interests. These features include the following:

- Executives' bonuses under our annual incentive program are determined solely in the discretion of the Compensation Committee based on such company and individual performance factors as it deems appropriate.
- Executives' equity awards are granted in the form of stock options that help to align the executives' interests with those of our stockholders as the options will not have value unless our stock price appreciates after the option is granted. The awards also provide a retention incentive as they vest over a multi-year period.
- We do not provide any tax gross-up payments or material perquisites to our Named Executive Officers.

**Summary Compensation Table—Fiscal 2012 and Fiscal 2011**

The following table presents information regarding compensation during fiscal 2012 and fiscal 2011 of our Named Executive Officers

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)(1)</u>	<u>Bonus (\$)(2)</u>	<u>Option Awards (\$)(3)</u>	<u>All Other Compensation (\$)(4)</u>	<u>Total (\$)</u>
Thomas D. Brisbin	2012	259,632	—	—	11,800	271,432
President and Chief Executive Officer; Director	2011	250,016	100,000	40,185	11,800	402,001
Kimberly D. Gant	2012	234,814	—	28,209	12,280	275,303
Chief Financial Officer, Senior Vice President and Treasurer	2011	230,006	30,000	—	12,280	272,286
Marc Tipermas	2012	236,738	—	35,633	11,204	283,575
President of National Programs	2011	230,006	60,000	—	14,381	304,387

- (1) Effective March 23, 2012, Dr. Brisbin's salary was increased from \$250,000 to \$300,000, Ms. Gant's salary was increased from \$230,000 to \$255,000 and Dr. Tipermas's salary was increased from \$230,000 to \$265,000. These salary increases were subsequently rescinded by the Compensation Committee on June 1, 2012.
- (2) The Named Executive Officers' annual bonus for fiscal 2011, which was paid in early 2012, is reported in this table as compensation for fiscal 2011. No bonuses were awarded to the Named Executive Officers for their performance in fiscal 2012.
- (3) The amounts reported under "Option Awards" represent the aggregate grant date fair value of option awards granted to our Named Executive Officers during fiscal 2012 and 2011 (disregarding any estimate of forfeitures related to service-based vesting conditions). Detailed information about the specific awards is reported in the table under "Outstanding Equity Awards at Fiscal 2012 Year-End" below. For a discussion of the assumptions and methodologies used to calculate the amounts reported in this column, please see the discussion of stock option awards granted during

fiscal 2012 and 2011 contained in Note 9 (Equity Plans) to our consolidated financial statements, included as part of our 2012 Annual Report filed on Form 10-K.

- (4) The amounts reported under "All Other Compensation" for 2012 and 2011 include \$1,000 in matching contributions made by us for each of our Named Executive Officers under our 401(k) plan, and a payment of \$2,212 in fiscal 2011 by us to Dr. Tipermas for cash-out of paid time off. The balance of the amounts under "All Other Compensation" for each Named Executive Officer for 2012 and 2011 represents automobile allowances paid to the executive or use of a company vehicle.

Dr. Brisbin served on the Board of Directors during fiscal 2012 and 2011. As an employee-director, Dr. Brisbin did not receive additional compensation for his services as a director.

### ***Compensation of Named Executive Officers***

The Summary Compensation Table above quantifies the value of the different forms of compensation earned by or awarded to our Named Executive Officers in fiscal 2012 and 2011. The primary elements of each Named Executive Officer's total compensation reported in the table are base salary, annual bonus and, for certain Named Executive Officers, a long-term equity incentive award consisting of stock options. Named Executive Officers also received the other benefits listed in the "All Other Compensation" column of the Summary Compensation Table, as further described in footnote (4) to the table.

The Summary Compensation Table should be read in conjunction with the tables and narrative descriptions that follow. A description of the material terms of each Named Executive Officer's employment agreement, if any, is provided immediately following this paragraph. The "Grants of Plan-Based Awards in Fiscal 2012" table, and the description of the material terms of the stock options granted in fiscal 2012 that follows it, provides information regarding the long-term equity incentives awarded to certain Named Executive Officers in fiscal 2012. The "Outstanding Equity Awards at Fiscal 2012 Year-End" and "Option Exercises and Stock Vested in Fiscal 2012" sections provide further information on the Named Executive Officers' potential realizable value and actual value realized with respect to their equity awards. The discussion of the potential payments due upon a termination of employment or change in control that follows is intended to further explain the potential future payments that are, or may become, payable to our Named Executive Officers under certain circumstances.

### ***Description of Employment Agreements, Salary and Bonus Amounts***

On May 3, 2011, we entered into amended and restated employment agreements with each of the Named Executive Officers. These employment agreements provide for "at-will" employment and do not include a specified term. Each of these agreements provides for the Named Executive Officer to receive a base salary and an annual incentive bonus as determined by the Compensation Committee. As noted above, effective March 23, 2012, the Board, based on the recommendation of the Compensation Committee, increased Dr. Brisbin's annual base salary from \$250,000 to \$300,000, Ms. Gant's annual base salary from \$230,000 to \$255,000, and Dr. Tipermas's annual base salary to from \$230,000 to \$265,000. These base salary increases were subsequently rescinded by the Compensation Committee on June 1, 2012. The annual target bonus for each Named Executive Officer under these agreements is 100% of the Named Executive Officer's annual base salary in the case of Dr. Brisbin and 50% of the annual base salary in case of Ms. Gant and Dr. Tipermas. Each Named Executive Officer is also entitled to participate in benefit plans made available to our employees generally. The provisions of these agreements relating to severance benefits following a termination of the Named Executive Officer's employment are described below under "Potential Payments Upon Termination or Change in Control."

## Grants of Plan-Based Awards in Fiscal 2012

The following table presents information regarding the equity incentive awards granted to Named Executive Officers during fiscal 2012 under the 2008 Plan. The material terms of each grant are described below under "—Description of Plan-Based Awards."

Name	Grant Date	All Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Option Awards (\$)
Kimberly Gant	3/26/2012	19,000(1)	3.84	28,209
Mark Tipermas	3/26/2012	24,000(1)	3.84	35,633

(1) These options vest in substantially equal annual installments over three years from their grant date.

### *Description of Plan-Based Awards*

During fiscal 2012, Kimberly Gant and Mark Tipermas were awarded stock option grants under the 2008 Plan. The options were granted on March 26, 2012, and will vest in substantially equal annual installments over three years from the grant date. The options were granted with a per-share exercise price equal to the closing market price of the Company's common stock on the Nasdaq Global Market on the grant date and have a term of ten years. Outstanding options, however, may terminate earlier than their stated expiration date in connection with a change in control transaction or a termination of the recipient's employment. The recipient will generally have three months to exercise the stock option following a termination of employment. This period is extended to 12 months if the recipient dies or terminates his or her employment because of a disability incurred while employed by the Company. However, if a recipient's employment is terminated by the Company for cause, outstanding stock options (whether vested or unvested) will immediately terminate. The stock options granted to our Named Executive Officers during fiscal 2012 do not include any dividend or dividend equivalent rights.

As indicated above, the stock options granted in fiscal 2012 were granted under, and are subject to the terms of, the 2008 Plan, which is administered by the Compensation Committee. The Compensation Committee has authority to interpret the plan provisions and make all required determinations under the plan. This authority includes making required proportionate adjustments to outstanding awards upon the occurrence of certain corporate events such as reorganizations, mergers and stock splits, and making provisions to ensure that any tax withholding obligations incurred in respect of awards are satisfied. Awards granted under the plan are generally only transferable to a beneficiary of an award recipient upon his or her death. However, the Compensation Committee may establish procedures for the transfer of awards to other persons or entities, provided that such transfers comply with applicable securities laws and, with limited exceptions set forth in the plan documents, are not made for value.

Under the terms of the 2008 Plan, if there is a change in control of the Company, each recipient's outstanding equity-based awards granted under the plan will generally become fully vested and exercisable to the extent such outstanding awards are not substituted or assumed in connection with the transaction. Any options that become vested in connection with a change in control generally must be exercised prior to the change in control, or they will be canceled in exchange for the right to receive a cash payment in connection with the change in control transaction.

## Outstanding Equity Awards at Fiscal 2012 Year-End

The following table presents information regarding the outstanding option awards held by each Named Executive Officer as of December 28, 2012. No Named Executive Officer held any outstanding stock awards (other than options) as of December 28, 2012.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options Exercisable (#)</u>	<u>Number of Securities Underlying Unexercised Options Unexercisable (#)</u>	<u>Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiration Date</u>
Thomas D. Brisbin	100,000	—	—	9.30	4/2/2017
	15,000	—	—	5.60	3/10/2018
	50,000	—	—	1.87	6/8/2019
	33,333	16,667(1)	—	2.71	8/12/2020
	8,333	16,667(2)	—	4.01	6/6/2021
Kimberly D. Gant	25,000	—	—	9.90	7/23/2017
	30,000	—	—	1.87	6/8/2019
	9,333	4,667(1)	—	2.71	8/12/2020
	—	19,000(3)	—	3.84	3/26/2022
Marc Tipermas	25,000	—	—	9.38	5/22/2017
	17,500	—	—	1.87	6/8/2019
	15,000	7,500(1)	—	2.71	8/12/2020
	—	24,000(3)	—	3.84	3/26/2022

- (1) These options were granted on August 12, 2010 and vest in substantially equal annual installments over three years from their grant date.
- (2) This option was granted on June 6, 2011 and vests in substantially equal annual installments over three years from the grant date.
- (3) These options were granted on March 26, 2012 and vest in substantially equal annual installments over three years from their grant date.

## Option Exercises and Stock Vested in Fiscal 2012

Our Named Executive Officers did not exercise any stock options during fiscal 2012. No stock awards have ever been granted to our Named Executive Officers.

## Potential Payments Upon Termination or Change in Control

As noted above, outstanding options issued under our 2008 Plan will vest immediately and become fully exercisable upon a change in control of us to the extent such outstanding awards are not substituted or assumed in connection with the transaction. The employment agreements entered into in May 2011 for each of the Named Executive Officers also provide for severance benefits upon certain terminations of their employment with us. If any of the Named Executive Officers' employment is terminated by us without cause or by the Named Executive Officer for good reason (as such terms are defined in their employment agreements), the Named Executive Officer will be entitled to a severance benefit equal to, in the case of Dr. Brisbin, two times his base salary at the annualized rate then in effect, and in the case of Ms. Gant and Dr. Tipermas, one times the base salary at the annualized rate

then in effect. In addition, the Named Executive Officer would be entitled to payment of his or her target bonus for the year in which such a termination of employment occurs. Ms. Gant and Dr. Tipermas would also be entitled to payment by the Company of the cost of their COBRA premiums for continued health coverage for the Named Executive Officer and his or her eligible dependents for up to 12 months following the termination date. Upon the termination of his employment for any reason other than by us for cause, Dr. Brisbin would be entitled to continued medical insurance coverage by us for Dr Brisbin and his spouse and dependent children, such coverage generally to continue until the date he attains age 65 or becomes eligible for coverage under the health plan of a future employer. In each case, the Named Executive Officer's right to receive the severance benefits described above is contingent on the executive providing a general release of claims in favor of the Company and complying with certain non-solicitation and other restrictive covenants set forth in their employment agreement.

### **Employee Benefit Plans**

In April 1974, we adopted our Willdan Group, Inc. 401(k) Plan that covers all of our eligible employees who are at least 21 years old. Our 401(k) plan is intended to qualify under Section 401 of the Internal Revenue Code so that employee contributions and income earned on such contributions are not taxable to employees until withdrawn. Employees may elect to defer up to 50% of their eligible compensation (not to exceed the statutorily prescribed annual limit) in the form of elective deferral contributions to our 401(k) plan. Our 401(k) plan also has a "catch up contribution" feature for employees aged 50 or older who can defer amounts over the statutory limit that applies to all other employees. For fiscal 2012, we matched 25% of the contributions on the first \$4,000 of eligible compensation deferred by each of our 401(k) plan participants. Company matching contributions under the plan made prior to January 1, 2012 vest at a rate of 25% per year measured from the employee's date of hire. Effective January 1, 2012, Company matching contributions under the plan vest immediately.

**DIRECTOR COMPENSATION****Director Compensation for Fiscal 2012**

The following table presents information regarding the compensation earned during fiscal 2012 by individuals who were members of our Board of Directors at any time during fiscal 2012 and were not employed by us or any of our subsidiaries (referred to herein as "Non-Employee Directors"). Dr. Brisbin is a Named Executive Officer and his compensation is presented above under "Executive Compensation" in the Summary Compensation Table and related explanatory tables. Dr. Brisbin is not entitled to additional compensation for his services as a director.

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards (\$)</b>	<b>Option Awards \$(1)</b>	<b>All Other Compensation \$(2)</b>	<b>Totals (\$)</b>
Linda L. Heil(3)	14,750	—	—	5,409	20,159
Raymond W. Holdsworth	36,750	—	3,345	—	40,095
W. Tracy Lenocker(3)	16,417	—	—	20,833	37,250
Douglas J. McEachern	39,250	—	3,345	—	42,595
Keith W. Renken	42,000	—	3,345	—	45,345
Wayne Shelton(3)	12,500	—	—	—	12,500
John M. Toups	37,750	—	3,345	—	41,095
Win Westfall	49,250	—	3,345	11,043	63,638

- (1) The amounts reported under "Option Awards" above represent the aggregate grant date fair value of option awards granted to our Non-Employee Directors during fiscal 2012 (disregarding any estimate of forfeitures related to service-based vesting conditions). For a discussion of the assumptions and methodologies used to calculate the amounts reported in this column, please see the discussion of option awards contained in Note 9 (Equity Plans) to our consolidated financial statements, included as part of our annual report filed on Form 10-K.

As of December 28, 2012, Mr. Renken held 23,500 outstanding and unexercised stock options, Mr. Toups held 21,500 outstanding and unexercised stock options, Mr. Westfall held 19,500 outstanding and unexercised stock options, and Mr. Holdsworth and Mr. McEachern each held 17,500 outstanding and unexercised stock options. As of December 28, 2012, none of our Non-Employee Directors held any outstanding stock awards (other than options).

- (2) The amount reported under "All Other Compensation" with respect to Mrs. Heil is the estimated value of medical benefit coverage for fiscal 2012 for Mrs. Heil and her two dependents pursuant to an arrangement approved by our Board of Directors in May 2006. The amount reported under "All Other Compensation" with respect to Mr. Westfall is the estimated value of medical benefit coverage for fiscal 2012 for Mr. Westfall and his spouse pursuant to an arrangement approved by our Board of Directors in May 2006.
- (3) Messrs. Lenocker and Shelton and Mrs. Heil did not stand for reelection as directors at the 2012 Annual Meeting of Stockholders, and their service on the Board of Directors terminated on the meeting date. The Board of Directors approved the acceleration of their unvested outstanding stock options so that they vested on May 31, 2012. The Board also approved a consulting agreement for Mr. Lenocker. Mr. Lenocker entered into the consulting agreement on July 18, 2012. Under the agreement, Mr. Lenocker will provide certain consulting services for up to one year, at our request, and is entitled to receive a fee of \$4,167 per month. The fee paid to Mr. Lenocker for his consulting services during fiscal 2012 is reported under "All Other Compensation" in the table above. The consulting agreement will terminate on July 1, 2013.



Compensation for Non-Employee Directors during fiscal 2012 generally consisted of an annual retainer, fees for attending meetings, fees for work related to board committees and a stock option award.

### ***Annual Retainer and Meeting Fees***

The following table sets forth the schedule of annual retainers and meeting fees for each Non-Employee Director in effect during fiscal 2012.

<u>Type of Fee</u>	<u>Dollar Amount</u>
Annual Board Retainer	\$ 24,000
Additional Annual Retainer to Chairman of the Board	\$ 20,000
Additional Annual Retainer to Chair of Audit Committee	\$ 5,500
Additional Annual Retainer to Chair of Compensation Committee	\$ 3,500
Additional Annual Retainer to Chair of Strategy, Mergers and Acquisitions Committee	\$ 2,500
Additional Annual Retainer to Chair of Nominating and Corporate Governance Committee	\$ 2,500
Additional Annual Retainer for Committee Membership (non-chair)	\$ 1,500
Additional Daily Fee for Personal Attendance at Board Meetings(1)	\$ 1,500
Additional Daily Fee for Telephonic Attendance at Board Meetings(1)	\$ 750
Additional Daily Fee for Personal Attendance at Committee Meetings(1)	\$ 1,000
Additional Daily Fee for Telephonic Attendance at Committee Meetings(1)	\$ 500

(1) Directors only receive one fee for meetings per day.

All Non-Employee Directors are also reimbursed for out-of-pocket expenses they incur serving as directors.

### ***Stock Option Awards***

In June 2012, each Non-Employee Director was granted an award of 5,000 stock options under the 2008 Plan. The stock option awards were granted with a per-share exercise price equal to the fair market value of a share of the Company's Common Stock on the grant date. For these purposes, and in accordance with the terms of the 2008 Plan and the Company's equity award grant practices, the fair market value is equal to the closing price of a share of the Company's common stock on the Nasdaq Global Market on the grant date.

Each stock option granted to our Non-Employee Directors in fiscal 2012 is subject to a two year vesting schedule, with 50% of the option vesting on each of the first and second anniversaries of the grant date. Once vested, each stock option will generally remain exercisable until its normal expiration date. The stock options granted to our Non-Employee Directors in fiscal 2012 have a term of ten years. Outstanding stock options, however, may terminate earlier in connection with a change in control transaction or a termination of the Non-Employee Director's services as a director. Subject to any accelerated vesting that may apply in particular circumstances, the unvested portion of the stock option will immediately terminate upon a termination of the Non-Employee Director's services as a director. The Non-Employee Director will generally have three months to exercise the vested portion of the stock option following a termination of service. This period is extended to twelve months if the termination is on account of the Non-Employee Director's death or permanent disability. The options granted to Non-Employee Directors in fiscal 2012 do not include any dividend or dividend equivalent rights.

The Compensation Committee of the Board of Directors administers Non-Employee Director stock option awards granted under the 2008 Plan and has the ability to interpret and make all required determinations under the plan, subject to plan limits. This authority includes making required proportionate adjustments to outstanding awards to reflect any impact resulting from various corporate events such as reorganizations, mergers and stock splits. Pursuant to the terms of the 2008 Plan, stock options granted to our Non-Employee Directors will generally vest on an accelerated basis in connection with a change in control of the Company to the extent such awards are not substituted or assumed by a successor in connection with the transaction.

## CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

### Related Person Transactions

The following provides a description of certain relationships and related transactions since the beginning of fiscal year 2011 between some of our directors and executive officers and us or our subsidiaries and affiliates.

*Lifetime Medical Benefits.* On May 19, 2006, our board of directors approved the extension of lifetime medical benefits to our Chairman of the Board, Win Westfall, and his spouse, Patricia Westfall, and Linda L. Heil, our former director and widow of the Company's former chief executive officer. In fiscal 2012 and 2011, we paid premiums for these medical benefits in the amounts of \$5,409 for Mrs. Heil and \$11,043, for Mr. Westfall and his spouse.

*Tax Agreements.* In connection with our initial public offering in November 2006, we entered into a Tax Agreement Relating to S Corporation Distributions with each of our stockholders, including our Chairman of the Board, Mr. Westfall, and two of our former directors, Mrs. Heil and W. Tracy Lenocker. Pursuant to these agreements, we agreed to indemnify, defend and hold harmless each stockholder on an after-tax basis against additional income taxes, plus interest and penalties resulting from adjustments made, as a result of a final determination made by a competent tax authority, to the taxable income we reported as an S Corporation. Such indemnification also includes any losses, costs or expenses, including reasonable attorneys' fees, arising out of a claim for such tax liability.

*Indemnification Agreement.* In connection with our initial public offering in November 2006, we entered into an Indemnification Agreement with our former director, Mrs. Heil, as trustee of The 1994 Dan W. Heil and Linda Lee Heil Revocable Trust, the selling stockholder in the initial public offering. Pursuant to this agreement, we agreed to indemnify the selling stockholder against certain liabilities, including liabilities under the Securities Act of 1933, and to contribute to payments that the selling stockholder may be required to make for certain liabilities.

### Related Person Transaction Policy

In March 2007, the Board adopted a policy addressing the Company's procedures with respect to the review, approval and ratification of "related person transactions" that are required to be disclosed pursuant to Item 404(a) of Regulation S-K. The policy provides that any transaction, arrangement or relationship, or any series of similar transactions, in which the Company was, is or will be a participant, the amount involved exceeds \$120,000, and a "related person" (as defined in the policy) has or will have a direct or indirect material interest (each such transaction, a "Related Person Transaction") shall be subject to review and approval or ratification by the Audit Committee. In its review of Related Person Transactions, the Audit Committee shall review the material facts and circumstances of the transaction and shall take into account certain factors, where appropriate, based on the particular facts and circumstances, including (i) the nature of the "related person's" interest in the transaction, (ii) the approximate dollar value of the amount involved in the Related Person Transaction, (iii) whether the transaction was taken in the Company's ordinary course of business, (iv) whether the transaction with the "related person" is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party and (v) the purpose of, and the potential benefits to the Company of, the Related Person Transaction.

No member of the Audit Committee may participate in the review, approval or ratification of a transaction with respect to which he or she is a "related person" provided that such member can be counted for purposes of a quorum and shall provide such information with respect to the transaction as may be reasonably requested by other members of the Audit Committee or the Board.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors assists the Board in performing its oversight responsibilities for the Company's financial reporting process, audit process and internal controls as more fully described in the Audit Committee charter. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. The independent registered public accounting firm is responsible for auditing the Company's financial statements and expressing an opinion as to their conformity to U.S. generally accepted accounting principles.

In the performance of its oversight function, the Audit Committee reviewed and discussed the Company's audited financial statements for the year ended December 28, 2012 with the Company's management and with the Company's independent registered public accounting firm. In addition, the Committee discussed with the Company's independent registered public accounting firm the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, which includes, among other items, matters related to the conduct of the audit of the Company's financial statements. The Audit Committee has also received the written disclosures and the letter from the Company's independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm their independence from the Company.

Based on the review and discussions with management and the independent registered public accounting firm described above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 28, 2012 for filing with the SEC.

### *Members of the Audit Committee*

Keith W. Renken (Chair)

Douglas J. McEachern

John M. Touts

*The preceding Report of the Audit Committee shall not be deemed filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates this Report by reference into a filing under either of such Acts. The Report shall not be deemed soliciting material, or subject to Regulation 14A or 14C or the liabilities of Section 18 of the Securities Exchange Act.*

## OTHER INFORMATION

### Solicitation of Proxies

The cost of solicitation of proxies will be paid by the Company. Solicitation will include the preparation, assembly, printing and mailing of the Notice of Internet Availability of Proxy Materials, this Proxy Statement, the proxy and any additional solicitation of proxies from stockholders. Directors, officers and regular employees of the Company, without additional remuneration, may solicit proxies by telephone, e-mail, facsimile, personal interviews and other means. In addition, Computershare Investor Services will assist in the solicitation of proxies. The Company anticipates out-of-pocket costs associated with proxy solicitation. The Company will also request persons, firms and corporations holding shares in their names or in the names of their nominees, which are beneficially owned by others, to send proxy materials to and obtain proxies from such beneficial owners. The Company will reimburse such holders for their reasonable expenses.

### Householding of Stockholder Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of the Notice of Internet Availability of Proxy Materials or, as applicable, the Company's Proxy Statement or Annual Report may be sent to multiple stockholders in the same household unless the Company has received contrary instructions from one or more of the stockholders. The Company will promptly deliver a separate copy of any document to any stockholder upon request by writing to the Company at the following address: Willdan Group, Inc., 2401 East Katella Avenue, Suite 300, Anaheim, California 92806, Attn: Secretary or upon oral request directed to the Company's Secretary at (800) 424-9144. Any stockholder who wants to receive separate copies of the Notice of Internet Availability of Proxy Materials, the Annual Report and Proxy Statement in the future, or who is currently receiving multiple copies and would like to receive only one copy for his or her household, should contact the stockholder's bank, broker, or other nominee record holder, or contact the Company by writing to the above address or by oral request at the above telephone number. Please note that if you would like to receive a paper copy of the proxy materials for purposes of this year's Annual Meeting, you should follow the instructions included in the Notice of Internet Availability of Proxy Materials that was sent to you.

### Annual Report on Form 10-K

We will mail you, without charge, a copy of our annual report on Form 10-K for the fiscal year ended December 28, 2012, including the consolidated financial statements, schedules and list of exhibits, upon written request. Requests should be sent to: Willdan Group, Inc., 2401 East Katella Avenue, Suite 300, Anaheim, California 92806, ATTN: Investor Relations. The annual report on Form 10-K is also available at [www.willdan.com](http://www.willdan.com).

### Stockholder Proposals

A stockholder proposal submitted pursuant to Rule 14a-8 under the Exchange Act for inclusion in the Company's Proxy Statement and form of proxy for the 2014 Annual Meeting of Stockholders (the "2014 Annual Meeting") must be received by the Company by December 18, 2013. Such a proposal must also comply with the requirements as to form and substance established by the SEC for such proposals.

A stockholder otherwise desiring to bring a proposal before the 2014 Annual Meeting (including generally any proposal relating to the nomination of a director to be elected to the Board of Directors) must comply with the then current advance notice and information requirements in the Company's Charter and Bylaws and deliver the proposal to the principal executive offices of the Company after

January 31, 2014 and on or before March 2, 2014 (90 to 120 days prior to the first anniversary of this year's Annual Meeting) in order for such proposal to be considered timely. If, however, the date of the 2014 Annual Meeting is more than 30 days before or more than 60 days after May 31, 2014, stockholders must submit such nominations or proposals no earlier than the close of business on the 120th day prior to the 2014 Annual Meeting, and no later than the close of business on the later of the 90th day prior to the 2014 Annual Meeting or the 10th day following the date on which public disclosure of the date of the 2014 Annual Meeting is first made by the Company. In addition, with respect to nominations for directors, if the number of directors to be elected at the 2014 Annual Meeting is increased and there is no public announcement by us naming all of the nominees for director or specifying the size of the increased Board of Directors by February 20, 2014 (100 days prior to the first anniversary of this year's Annual Meeting), notice will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to our Secretary at our principal executive offices no later than the close of business on the 10th day following the day on which such public announcement is first made by the Company. Any proposal nominating a director candidate must also comply with the requirements above under "Proposal 1. Election of Directors—The Board of Directors—Director Nominations by Stockholders."

Our Bylaws also provide that a stockholder who wishes to nominate a director or propose other proper business to be brought before the stockholders at the Annual Meeting must be a stockholder of record of the Company at the time the notice is delivered to the Company's Secretary and the stockholder must be entitled to vote at the Annual Meeting.

A stockholder notice to nominate a director or bring any other business before the 2014 Annual Meeting of Stockholders must set forth certain information specified in our Bylaws. Any stockholder proposal should be mailed to: Willdan Group, Inc., 2401 East Katella Avenue, Suite 300, Anaheim, California 92806, Attn: Secretary. Copies of the Charter and Bylaws may be obtained without charge by providing a written request to the Secretary of the Company at that address.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC and the Nasdaq Global Market. Officers, directors and greater than 10% stockholders are required by the SEC's regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such reports furnished to us, the following officers, directors and greater than 10% stockholders failed to file certain reports required by Section 16(a) of the Exchange Act on a timely basis.

Mrs. Heil had one late filing on Form 4 that did not timely report one transaction. Mrs. Heil reported sales of our common stock totaling 6,200 shares in a transaction dated February 28, 2012 on March 2, 2012. Mr. Chow had one late filing on Form 4 that did not timely report one transaction. Mr. Chow reported an August 12, 2010 stock option grant of 10,000 shares on March 25, 2013. Mr. Renken had one late filing on Form 4 that did not timely report six transactions. On March 27, 2013, Mr. Renken reported purchases of our common stock totaling 8,100 shares in transactions dated November 14, 2012, November 26, 2012, November 28, 2012, November 29, 2012, November 30, 2012 and December 3, 2012.

To our knowledge, based solely on our review of the copies of such reports furnished to us, all other Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10% beneficial owners were satisfied.

**Other Matters**

The Board of Directors does not know of any matter other than those described in this Proxy Statement which will be presented for action at the Annual Meeting. If other matters are presented, proxies will be voted in accordance with the discretion of the proxy holders.

**REGARDLESS OF THE NUMBER OF SHARES YOU OWN, YOUR VOTE IS IMPORTANT TO THE COMPANY. PLEASE COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY TODAY.**

**IMPORTANT ANNUAL MEETING INFORMATION**

**Electronic Voting Instructions**

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy. Proxies granted by these methods are valid under California law.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Pacific Daylight Time, on May 31, 2013.



**Vote by Internet**

- Go to [www.investorvote.com/WLDN](http://www.investorvote.com/WLDN)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

**Vote by telephone**

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone. There is NO CHARGE to you for your call.
- Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

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▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A The Board of Directors recommends a vote FOR the election of each of the nominees for director, FOR Proposal 2, FOR Proposal 3 and EVERY YEAR for Proposal 4.**

1. To elect six members of the Board of Directors, each to serve for a one-year term and until his or her successor is duly elected and qualified:

	For	Withhold		For	Withhold		For	Withhold
01 - Win Westfall	<input type="checkbox"/>	<input type="checkbox"/>	02 - Thomas D. Brisbin, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>	03 - Raymond W. Holdsworth	<input type="checkbox"/>	<input type="checkbox"/>
04 - Douglas J. McEachern	<input type="checkbox"/>	<input type="checkbox"/>	05 - Keith W. Renken	<input type="checkbox"/>	<input type="checkbox"/>	06 - John M. Toups	<input type="checkbox"/>	<input type="checkbox"/>

\*For the terms described in the accompanying Proxy Statement.

2. To consider and vote upon the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the year ending December 27, 2013.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any action may be taken on the foregoing matters at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned or postponed.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1, FOR PROPOSAL 2, FOR PROPOSAL 3 AND EVERY YEAR FOR PROPOSAL 4.

3. To consider and vote upon approval of the non-binding advisory resolution approving the Company's executive compensation.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. To consider and vote upon the frequency of future advisory votes on executive compensation.

Every Year	Every 2 Years	Every 3 Years	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In their discretion, the proxies are authorized to vote and otherwise represent the undersigned on any other matter that may properly be brought before the Annual Meeting and at any adjournment or postponement thereof.

**B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below**

Please sign exactly as name appears on this Proxy Card. Joint owners should each sign. When signing as attorney, executor, administrator, trustee, guardian or in another representative capacity, please give full title as such. Corporations and partnerships shall sign in full corporate or partnership name by an authorized person.

Date (mm/dd/yyyy) — Please print date below.

/ /
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Signature 1 — Please keep signature within the box.

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Signature 2 — Please keep signature within the box.

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You are cordially invited to attend the  
Annual Meeting of Stockholders of  
WILLDAN GROUP, INC.  
to be held  
Friday, May 31, 2013 at 10:00 a.m. Pacific Daylight Time  
at  
THE HYATT REGENCY ORANGE COUNTY  
11999 HARBOR BOULEVARD  
GARDEN GROVE, CALIFORNIA 92840

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

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## Proxy — Willdan Group, Inc.



Proxy Solicited on Behalf of the Board of Directors of the Company for the Annual Meeting to be held on May 31, 2013

The undersigned stockholder of Willdan Group, Inc., a Delaware corporation (the "Company"), hereby appoints Thomas Brisbin, Ph.D. and Raymond W. Holdsworth, or either of them acting alone, as proxies for the undersigned, each with full power of substitution, to attend the Annual Meeting of Stockholders of the Company to be held at The Hyatt Regency Orange County, 11999 Harbor Blvd., Garden Grove, California 92840, on May 31, 2013 at 10:00 a.m. Pacific Daylight Time, and at any adjournment or postponement thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at such meeting and otherwise to represent the undersigned at the meeting with all powers possessed by the undersigned if personally present at the meeting. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting of Stockholders and the accompanying Proxy Statement.

The Board of Directors has fixed the close of business on Monday, April 8, 2013 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof. Only stockholders of record of the Company's common stock, \$0.01 par value per share, at the close of business on that date will be entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

The votes entitled to be cast by the undersigned will be cast as instructed on the reverse side hereof. If this Proxy is executed but no instruction is given, the votes entitled to be cast by the undersigned will be cast "FOR" each of the nominees for director, "FOR" Proposal 2, "FOR" Proposal 3 and "EVERY YEAR" for Proposal 4, each as described in the Proxy Statement. The votes entitled to be cast by the undersigned will be cast in the discretion of the Proxy holder on any other matter that may properly come before the Annual Meeting or any adjournment or postponement thereof.

The signer hereby revokes all Proxies heretofore given by the signer with respect to said meeting or any adjournment or postponement thereof.

### YOUR VOTE IS IMPORTANT!

PLEASE VOTE, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE OR VOTE BY TELEPHONE OR INTERNET PURSUANT TO THE INSTRUCTIONS ON THE REVERSE SIDE.

#### **C** Non-Voting Items

Change of Address — Please print new address below.

Comments — Please print your comments below.

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A – C ON BOTH SIDES OF THIS CARD.

