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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **July 28, 2017**

WILLDAN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-33076**	**14-1951112**
(State or other jurisdiction of incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

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

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
☐Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2)
Emerging growth company ☐
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

The purpose of this Report is to amend the Current Report on Form 8-K of Willdan Group, Inc. (the “Company”) filed with the United States Securities and Exchange Commission on August 3, 2017 related to the acquisition (the “Acquisition”) by the Company and its wholly-owned subsidiary, Willdan Energy Solutions (“WES”) of all of the outstanding shares of Integral Analytics, Inc. (“Integral Analytics”), an Ohio-based data-science and software company, pursuant to the Stock Purchase Agreement, dated July 28, 2017 (the “Purchase Agreement”), by and among the Company, WES, Integral Analytics, the stockholders of Integral Analytics and the Sellers’ Representative (as defined therein).

This Amendment No.1 to the Current Report on Form 8-K/A (“Amendment No. 1”) amends and supplements Item 9.01 of the original Form 8-K filed on August 3, 2017 (the “Initial Form 8-K”) to provide certain historical financial statements for Integral Analytics and certain pro forma financial information in connection with the Acquisition. Any information required to be set forth in the Initial Form 8-K which is not being amended or supplemented pursuant to this Amendment No. 1 is hereby incorporated by reference. Except as set forth herein, no modifications have been made to the information contained in the Initial Form 8-K and the Company has not updated any information contained therein to reflect the events that have occurred since the date of the Initial Form 8-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Initial Form 8-K.

Note Regarding Forward-Looking Statements

Statements and other information included in this Current Report on Form 8-K/A that are not historical facts, including statements about the Company’s plans, strategies, beliefs and expectations, as well as certain estimates and assumptions used by the Company’s management, may constitute forward-looking statements. Forward-looking statements are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements speak only as of the date they are made and, except for the Company’s ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on estimates and assumptions that are subject to change or revision, including the estimates and assumptions used by the Company in preparing the pro forma financial information included in this Current Report on Form 8-K/A, that could cause actual results to differ materially from those expected or implied by the forward-looking statements or the estimates or assumptions used. Such forward-looking statements include, without limitation, the Company’s current expectations with respect to payment of the earn-out payments and preliminary estimated adjustments to record the assets and liabilities of the Company at their respective estimates of fair values under acquisition accounting, and are based on current available information.

Actual results may differ materially from the forward-looking statements for a number of reasons, including additional information regarding the fair values of assets and liabilities becoming available, the performance of additional fair value analyses, and risk factors identified in the Company’s periodic filings with the SEC, including without limitation in the Company’s Annual Report on Form 10-K for the year ended December 30, 2016. Factors other than those listed above also could cause the Company’s results to differ materially from expected results.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

(1) Unaudited financial statements of Integral Analytics, as of and for the three months ended March 31, 2017 and 2016, are being filed as Exhibit 99.1 to this Amendment No. 1 and are incorporated herein by reference.

(2) Audited financial statements of Integral Analytics as of and for the year ended December 31, 2016, are being filed as Exhibit 99.2 to this Amendment No. 1 and are incorporated herein by reference.

(b) Pro Forma Financial Information.

(1) Unaudited pro forma condensed combined balance sheet and statements of operations for the Company as of and for the six months ended June 30, 2017 and for the year ended December 30, 2016, giving effect to the acquisition of Integral Analytics, and the notes thereto, are being filed as Exhibit 99.3 to this Amendment No. 1 and are incorporated herein by reference.

(d) Exhibits.

2.1^	Stock Purchase Agreement, dated July 28, 2017, by and among Willdan Group, Inc., Willdan Energy Solutions, Integral Analytics, Inc., the Shareholders of Integral Analytics, Inc. and the Sellers' Representative (as defined therein) (incorporated herein by reference to Exhibit 2.1 to Willdan Group, Inc.'s Current Report on Form 8-K filed on August 3, 2017).
23.1	Consent of Clark, Schaefer, Hackett & Co., independent accountants for Integral Analytics, Inc. (filed herewith).
99.1	Unaudited financial statements of Integral Analytics, Inc. as of and for the three months ended March 31, 2017 and 2016 (filed herewith).
99.2	Audited financial statements of Integral Analytics, Inc. as of and for the year ended December 31, 2016 (filed herewith).
99.3	Unaudited pro forma condensed combined balance sheet and statements of operations for Willdan Group, Inc. as of and for the six months ended June 30, 2017 and for the year ended December 30, 2016, giving effect to the acquisition of Integral Analytics, and the notes thereto (filed herewith).

^ Indicates that certain information contained therein has been omitted and confidentially submitted separately with the Securities and Exchange Commission. Confidential treatment has been granted with respect to the omitted portions.

EXHIBIT INDEX

2.1^	Stock Purchase Agreement, dated July 28, 2017, by and among Willdan Group, Inc., Willdan Energy Solutions, Integral Analytics, Inc., the Shareholders of Integral Analytics, Inc. and the Sellers' Representative (as defined therein) (incorporated herein by reference to Exhibit 2.1 to Willdan Group, Inc.'s Current Report on Form 8-K filed on August 3, 2017).
23.1	Consent of Clark, Schaefer, Hackett & Co., independent accountants for Integral Analytics, Inc. (filed herewith).
99.1	Unaudited financial statements of Integral Analytics, Inc. as of and for the three months ended March 31, 2017 and 2016 (filed herewith).
99.2	Audited financial statements of Integral Analytics, Inc. as of and for the year ended December 31, 2016 (filed herewith).
99.3	Unaudited pro forma condensed combined balance sheet and statements of operations for Willdan Group, Inc. as of and for the six months ended June 30, 2017 and for the year ended December 30, 2016, giving effect to the acquisition of Integral Analytics, and the notes thereto (filed herewith).

^ Indicates that certain information contained therein has been omitted and confidentially submitted separately with the Securities and Exchange Commission. Confidential treatment has been granted with respect to the omitted portions.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLDAN GROUP, INC.

Date: October 12, 2017

By: /s/ Stacy B. McLaughlin

Stacy B. McLaughlin

Chief Financial Officer and Vice President

Exhibit 23.1

CLARK SCHAEFER HACKETT
CPAs & ADVISORS

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 333-139127, 333-152951, 333-168787, 333-184823, 333-212907, 333-219129 and 333-219133) of Willdan Group, Inc. of our report dated July 28, 2017, relating to the consolidated financial statements of Integral Analytics, Inc. as of and for the year ended December 31, 2016.

/s/ Clark, Schaefer, Hackett & Co.
Clark, Schaefer, Hackett & Co., Certified Public Accountant

Cincinnati, Ohio
October 12, 2017

One East Fourth Street Suite 1200 Cincinnati, Ohio 45202 Phone: (513) 241-3111 Fax: (513) 241-1212
 www.cshco.com

Exhibit 99.1

INTEGRAL ANALYTICS, INC.
Cincinnati, Ohio

TABLE OF CONTENTS

INTEGRAL ANALYTICS, INC.

BALANCE SHEET
As of March 31, 2017 and 2016

ASSETS

	As of March 31, 2017	As of March 31, 2016
Current Assets:		
Cash and cash equivalents	$ 540,287	$ 1,706,400
Accounts receivable, net of allowance of $74,694 as of March 31, 2017 and 2016	853,194	381,615
Prepaid expenses	57,021	40,562
Total current assets	1,450,502	2,128,577
Property and Equipment:		
Furniture and equipment	51,276	51,276
Computer equipment	26,171	26,171
Software	10,000	10,000
Total property and equipment	87,447	87,447
Less accumulated depreciation	79,849	72,524
Net property and equipment	7,598	14,923
Other Assets:		
Deposits	2,271	2,271
Intangible assets, less accumulated amortization of $33,930 and $24,330 as of March 31, 2017 and 2016, respectively	179,049	145,191
Total other assets	181,320	147,462
Total Assets	$ 1,639,420	$ 2,290,962

LIABILITIES AND SHAREHOLDERS' EQUITY

	As of March 31, 2017	As of March 31, 2016
Current Liabilities:		
Account payable	$ 308,285	$ 54,821
Accrued expenses	57,768	39,853
Accrued shareholders' distributions	130,276	130,276
Deferred revenue	768,965	515,820
Total current liabilities	1,265,294	740,770
Long term liabilities:		
Shareholder notes payable	188,600	188,600
Total Liabilities	1,453,894	929,370
Shareholders' Equity:		
Common stock; no par value; 9,000 shares authorized 5,057 shares issued; 4,542 and 4,465 outstanding as of March 31, 2017 and 2016, respectively	202,393	202,255
Treasury stock; 515 shares, at cost	(52,232)	(52,232)
Retained earnings	35,365	1,211,569
Total shareholders' equity	185,526	1,361,592
Total liabilities and shareholders' equity	$ 1,639,420	$ 2,290,962

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.

STATEMENT OF INCOME AND RETAINED EARNINGS
For the three months ended March 31, 2017 and 2016

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Revenues:		
Software licenses	$ 263,392	$ 471,836
Consulting and other revenue	664,831	419,911
Total revenues	928,223	891,747
Cost of revenues:		
Software licenses	87,964	151,376
Consulting and other revenue	474,608	65,486
Total cost of revenues	562,572	216,862
Gross profit	365,651	674,885
Operating expenses:		
Product development	368,139	250,346
Operations	79,102	69,480
Sales and marketing	122,788	94,191
General and administrative	328,286	268,508
Total operating expenses	898,315	682,525
Loss from operations	(532,664)	(7,640)
Other expense:		
Interest expense	3,624	3,657
Bad debt expense	—	74,694
	3,624	78,351
Net loss	$ (536,288)	$ (85,991)

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.

STATEMENT OF SHAREHOLDERS' EQUITY
For the three months ended March 31, 2017 and 2016

	Common Stock		Treasury		
	Shares	Amount	Stock	Retained Earnings	Total
Balance at December 31, 2015	4,465	$ 202,255	$ (52,232)	$ 1,297,560	$ 1,447,583
Net loss	—	—	—	(85,991)	(85,911)
Balance at March 31, 2016	4,465	$ 202,255	$ (52,232)	$ 1,211,569	$ 1,361,592
Balance at December 31, 2016	4,542	$ 202,393	$ (52,232)	$ 571,653	$ 721,814
Net loss	—	—	—	(536,288)	(536,288)
Balance at March 31, 2017	4,542	$ 202,393	$ (52,232)	$ 35,365	$ 185,526

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.

STATEMENT OF CASH FLOW
For the three months ended March 31, 2017 and 2016

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Cash flows from operating activities		
Net loss	$ (536,288)	$ (85,991)
Adjustments to reconcile net loss to net cash provided (used) by operations:		
Depreciation	1,831	1,831
Amortization	2,400	2,400
Bad debt expense	—	74,694
Effects of change in operating assets and liabilities:		
Accounts receivable	84,969	21,371
Other receivables	—	80,768
Prepaid expenses and other assets	17,850	63,187
Accounts payable	(164,750)	15,634
Accrued expenses	(1,086)	(36,696)
Deferred revenue	121,508	(134,923)
Net cash provided (used) by operating activities	(473,566)	2,275
Cash flows from investing activities		
Capitalized patent costs	(8,673)	(662)
Net cash used in investing activities	(8,673)	(662)
Net decrease in cash and cash equivalents	(482,239)	1,613
Cash and cash equivalents – January 1	1,022,526	1,704,787
Cash and cash equivalents – March 31	$ 540,287	$ 1,706,400

The accompanying notes are an integral part of these statements.

NOTES TO FINANCIAL STATEMENTS

Note 1 — Summary of Significant Accounting Policies

Integral Analytics, Inc. (the "Company") is a utility software provider which conducts business throughout the United States of America. The Company's primary products are advanced analytical software for use by utility companies in the energy, power generation, transmission and delivery industries for evaluating and for costing demand and capacity, and to meet regulatory requirements. In connection with the licensing of its software, the Company also provides consulting and support services, and contracts to install hardware systems for its software products. The following is a summary of the significant accounting policies followed in the preparation of the financial statements.

Cash and cash equivalents

The Company maintains cash in bank deposit accounts at financial institutions where the balances, at times, exceed the federally insured limits. The Company has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risks on its cash balances.

Accounts receivable

The Company carries its accounts receivable at the original invoice amount less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs and collections and current credit conditions. The Company has recorded an allowance for doubtful accounts of $74,694 as of March 31, 2017 and March 31, 2016.

Advertising expense

Advertising expenses are charged to income during the year in which they are incurred. The Company recognized $5,000 in advertising expenses in the quarter ended March 31, 2017 and no advertising expenses in the quarter ended March 31, 2016.

Income taxes

The Company is treated as an S-Corporation for federal income tax purposes. Shareholders are taxed individually on their share of the Company's earnings. Accordingly, no liabilities or income tax provisions for federal or state income taxes are recorded in the accompanying financial statements.

Property and depreciation

Property is recorded at cost. Depreciation is provided on the straight-line method over the estimated useful lives of the respective assets, generally 3 - 7 years for office furniture and fixtures, computer equipment, and software.

Intangible assets

Intangible assets consist of the following at March 31:

	2017	2016
Patents	$ 212,979	$ 169,521
Less accumulated amortization	(33,930)	(24,330)
	$ 179,049	$ 145,191

NOTES TO FINANCIAL STATEMENTS

Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives. Patent costs are accumulated until a patent is either issued, denied, or the Company abandons the patent process. Patent lives are typical 20 years from the first filing date, and the Company amortizes patent costs from the date of issuance until the patent period expires.

2017	$ 7,199
2018	9,599
2019	9,599
2020	9,599
2021	9,599
Thereafter	133,454
	$ 179,049

Intangible assets are reviewed annually for impairment or when events or circumstances indicate their carrying amount may not be recoverable. Management has determined that no impairment is necessary at March 31, 2017.

Revenue recognition

Revenues from software license agreements and maintenance contracts are recognized ratably over the life of the agreements. Payments for the Company’s license and maintenance agreements are collected in advance and recognized ratably over the contractual period, typically one year. Deferred revenue represents the unrecognized portion to be recognized in future periods. The Company recognizes consulting revenue as services are rendered based on agreed upon consulting rates. The Company’s systems design contracts are recognized on a milestone basis in accordance with its contracts with customers.

Software costs

Costs associated with the maintenance and support of the Company’s software product are expensed as incurred in accordance with the Costs of Computer Software to be Sold, Leased or Otherwise Marketed topic of the FASB Accounting Standards Codification.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events

The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through October 6, 2017, the date on which the financial statements were available to be issued.

Note 2 — Concentration of Credit Risk

Revenue from two customers represented approximately 58% and 68% of total Integral Analytics, Inc. revenue for the quarters ended March 31, 2017 and March 31, 2016, respectively. Accounts receivable from two customers represented approximately 70% and 80% of total Integral Analytics, Inc. receivables as of March 31, 2017 and 2016, respectively.

NOTES TO FINANCIAL STATEMENTS

Note 3 — Operating Lease Commitments

The Company leases its Cincinnati office and other office locations under operating leases, on a month to month basis. Lease expense under these leases range from $557 a month to $2,912 per month, with $14,668 and $13,606 of expense for the quarters ended March 31, 2017 and 2016, respectively.

Note 4 — Retirement Plan

The Company has a 401(k) plan which covers all employees who meet the eligibility requirements. The Company matches 100% of employee contributions up to 6% of qualifying compensation. Company contributions to this plan were $31,444 and $27,477 during the quarters ended March 31, 2017 and 2016, respectively.

Note 5 — Shareholder Notes Payable

The Company has notes payable to shareholders with interest payable annually at 8% per annum. The notes can be called by the shareholders with 180 days notice. The outstanding balance at March 31, 2017 and 2016 was $188,600. The notes are shown as long-term as the shareholders do not intend to call them in the immediate future.

Note 6 — Research and Development Costs

The Company expenses product development costs as they are incurred. Product development expense incurred for the quarters ended March 31, 2017 and 2016 was $368,139 and $250,346, respectively.

Note 7 — Subsequent Event

On July 28, 2017 the shareholders sold all of the Company's stock to a publically traded entity. In connection with the sale, all assets and business operations were transferred and certain liabilities were assumed by the new parent company. Shareholder notes payable were settled as part of the stock purchase agreement.

Exhibit 99.2

INTEGRAL ANALYTICS, INC.
CINCINNATI, OHIO

FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2016

AND

INDEPENDENT AUDITORS' REPORT

CLARK SCHAEFER HACKETT
CPAS & ADVISORS

A Professional Association Certified Public Accountant

INTEGRAL ANALYTICS, INC.
Cincinnati, Ohio

TABLE OF CONTENTS

CLARK SCHAEFER HACKETT
CPAs & Advisors

One East Fourth Street, Suite 1200,
Cincinnati, Ohio 45202
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To the Board of Directors
Integral Analytics, Inc.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

Report on the Financial Statements
We have audited the accompanying financial statements of Integral Analytics, Inc. (an S corporation), which comprise the balance sheet as of December 31, 2016, and the related statements of operations, shareholder's equity, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Integral Analytics, Inc.as of December 31, 2016, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Clark, Schaefer, Hackett & Co.

Cincinnati, Ohio
July 28, 2017

INTEGRAL ANALYTICS, INC.

BALANCE SHEET
As of December 31, 2016

ASSETS	
Current Assets:	
Cash and cash equivalents	$ 1,022,526
Accounts receivable, net of allowance of $74,694	938,163
Prepaid expenses	74,871
Total current assets	2,035,560
Property and equipment:	
Furniture and equipment	51,276
Computer equipment	26,171
Software	10,000
Total property and equipment	87,447
Less accumulated depreciation	78,018
Net property and equipment	9,429
Other Assets:	
Deposits	2,271
Intangible assets, less accumulated amortization of $31,529	172,776
Total other assets	175,047
Total Assets	$ 2,220,036
LIABILITIES AND SHAREHOLDER'S EQUITY	
Current Liabilities:	
Accounts payable	$ 473,035
Accrued expenses	58,854
Accrued shareholders' distributions	130,276
Deferred revenue	647,457
Total current liabilities	1,309,622
Long term liabilities:	
Shareholder notes payable	188,600
Total Liabilities	1,498,222
Shareholders' Equity:	
Common stock; no par value; 9,000 shares authorized	
5,057 shares issued; 4,542 outstanding	202,393
Treasury stock; 515 shares, at cost	(52,232)
Retained earnings	571,653
Total shareholder's equity	721,814
Total liabilities and shareholder's equity	$ 2,220,036

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.

STATEMENT OF INCOME AND RETAINED EARNINGS
For the year ended December 31, 2016

Revenues:	
Software licenses	$1,806,138
Consulting and other revenue	2,783,626
Total revenues	4,589,764
Cost of revenues:	
Software licenses	1,702,352
Consulting and other revenue	366,077
Total cost of revenues	2,068,429
Gross profit	2,521,335
Operating expenses:	
Product development	1,083,618
Operations	273,660
Sales and marketing	363,386
General and administrative	1,437,309
Total operating expenses	3,157,973
Loss from operations	(636,638)
Other expenses:	
Interest expense	14,575
Bad debt expense	74,694
Total other expenses	89,269
Net loss	$ (725,907)

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.

STATEMENT OF SHAREHOLDERS' EQUITY
For the year ended December 31, 2016)

	Common Stock		Treasury		
	Shares	**Amount**	**Stock**	**Retained Earnings**	**Total**
Balance at January 1, 2016	4,465	$ 202,255	$ (52,232)	$ 1,297,560	$ 1,447,583
Issuance of common stock	77	138	—	—	138
Net loss	—	—	—	(725,907)	(725,907)
Balance at December 31, 2016	4,542	$ 202,393	$ (52,232)	$ 571,653	$ 721,814

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.

STATEMENT OF CASH FLOW
For the year ended December 31, 2016

Cash flows from operating activities	
Net loss	$ (725,907)
Adjustments to reconcile net loss to net cash used by operations:	
Bad debt expense	74,694
Depreciation	7,325
Amortization	9,599
Effects of changes in operating assets and liabilities	
Accounts receivable	(454,409)
Prepaid expenses and other assets	28,878
Accounts payable	433,848
Accrued expenses	(17,695)
Deferred revenue	(3,286)
Net cash used in operating activities	(646,953)
Cash flows from investing activities	
Capitalized patent costs	(35,446)
Net cash used in investing activities	(35,446)
Cash flows from financing activities	
Issuance of common stock	138
Net cash provided by financing activities	138
Net decrease in cash and cash equivalents	(682,261)
Cash and cash equivalents at beginning of year	1,704,787
Cash and cash equivalents at end of year	$ 1,022,526
Supplemental disclosures	
State and local income taxes paid, net of refunds	$ 2,281
Interest paid	$ 15,084

The accompanying notes are an integral part of these statements.

INTEGRAL ANALYTICS, INC.
Cincinnati, Ohio

NOTES TO FINANCIAL STATEMENTS

Note 1 — Summary of Significant Accounting Policies

Integral Analytics, Inc. (the "Company") is a utility software provider which conducts business throughout the United States of America. The Company's primary products are advanced analytical software for use by utility companies in the energy, power generation, transmission and delivery industries in evaluating and forecasting demand and capacity planning and to meet regulatory requirements. In connection with the licensing of its software, the Company also provides consulting and support services, and contracts to install hardware systems for its software products. The following is a summary of the significant accounting policies followed in the preparation of the financial statements.

Cash equivalents

The Company maintains cash in bank deposit accounts at financial institutions where the balances, at times, exceed the federally insured limits. The Company has not experienced any losses in such accounts and management believes it is not exposed to any significant credit risks on its cash balances.

Accounts receivable

The Company carries its accounts receivable at the original invoice amount less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs and collections and current credit conditions. The Company has recorded an allowance for doubtful accounts of $74,694 as of December 31, 2016.

Advertising expense

Advertising expenses are charged to income during the year in which they are incurred. The Company recognized $25,502 in advertising expenses in the year ended December 31, 2016.

Income taxes

The Company is treated as a S-Corporation for federal income tax purposes. Members are taxed individually on their share of the Company's earnings in accordance with the Company's operating agreement. Accordingly, no liabilities or income tax provisions for federal or state income taxes are recorded in the accompanying financial statements.

Property and depreciation

Property is recorded at cost. Depreciation is provided on the straight-line method over the estimated useful lives of the respective assets, generally 3 - 7 years for office furniture and fixture, computer equipment, and software.

Intangible assets

Intangible assets consist of the following at December 31, 2016:

Patents	$ 204,305
Less accumulated amortization	(31,259)
	$ 172,776

Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives. Patent costs are accumulated until a patent is either issued, denied, or the Company abandons the patent process. Patent lives are typical 20 years from the first filing date, and the Company amortizes patent costs from the date of issuance until the patent period expires.

2017	$	9,599
2018		9,599
2019		9,599
2020		9,599
2021		9,599
Thereafter		124,781
	$	172,776

Intangible assets are reviewed annually for impairment or when events or circumstances indicate their carrying amount may not be recoverable. Management has determined that no impairment is necessary at December 31, 2016.

Revenue recognition

Revenues from software license agreements and maintenance contracts are recognized ratably of the life of the agreements. Payments for the Company's license and maintenance agreements are collected in advance and recognized ratably over the contractual period, typically one year. Deferred revenue represents the unrecognized portion to be recognized in future periods. The Company recognizes consulting revenue as services are rendered based on agreed upon consulting rates. The Company's systems design contracts are recognized on a milestone basis in accordance with its contracts with customers.

Software costs

Costs associated with the maintenance and support of the Company's software product are expensed as incurred in accordance with the Costs of Computer Software to be Sold, Leased or Otherwise Marketed topic of the FASB Accounting Standards Codification.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent events

The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through July 28, 2017, the date on which the financial statements were available to be issued.

Note 2 — <u>Concentration of Credit Risk</u>

Revenue from two customers represented approximately 65% of total Integral Analytics, Inc. revenue for the year ended December 31, 2016. Accounts receivable from two customers represented approximately 68% of total Integral Analytics, Inc. receivables as of December 31, 2016.

NOTES TO FINANCIAL STATEMENTS

Note 3 — Operating Lease Commitments

The Company leases its Cincinnati office and other office locations under operating leases, on a month to month basis. Rental expense under these leases ranges from $557 a month to $2,912 per month, with $55,520 of expense for the year ended December 31, 2016.

Note 4 — Retirement Plan

The Company has a 401(k) plan which covers all employees who meet the eligibility requirements. The Company matches 100% of employee contributions up to 6% of qualifying compensation. Company contributions to this plan were $118,713 during the year ended December 31, 2016.

Note 5 — Shareholder Notes Payable

The Company has notes payable to shareholders with interest payable annually at 8% per annum. The notes can be called by the shareholders with 180 days notice. The outstanding balance at December 31, 2016 was $188,600. The notes are shown as long-term as the shareholders do not intend to call them in the immediate future.

Note 6 —Research and Development Costs

The Company expenses product development costs as they are incurred. Product development expense incurred for the year ended December 31, 2016 was $1,083,618.

Note 7 — Subsequent Event

On July 28, 2017 the shareholders sold all of the Company's stock to a publicly traded entity. In connection with the sale, all assets and business operations were sold and certain liabilities were assumed by the new parent company. Shareholder notes payable Company were settled as part of the stock purchase agreement.

Exhibit 99.3

WILLDAN GROUP, INC. AND INTEGRAL ANALYTICS, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

On July 28, 2017, Willdan Group, Inc. (the "Company") and its wholly-owned subsidiary, Willdan Energy Solutions ("WES") acquired substantially all of the outstanding shares of Integral Analytics, Inc. ("Integral Analytics"), a data analytics and software company, pursuant to the terms of a Stock Purchase Agreement, dated as of July 28, 2017 (the "Purchase Agreement"), by and among the Company, WES, Integral Analytics, the stockholders of Integral Analytics (the "IA Stockholders") and the Seller's Representative (as defined therein). The unaudited pro forma condensed combined financial statements presented herein are based on, and should be read in conjunction with:

- the Company's historical financial statements and related notes thereto contained in its Annual Report on Form 10-K for the year ended December 30, 2016 filed with the SEC on March 10, 2017;
- the Company's historical financial statements and related notes thereto contained in its Quarterly Reports on Form 10-Q for the three months ended March 31, 2017 and six months ended June 30, 2017, filed with the SEC on May 5, 2017 and August 4, 2017, respectively; and
- Integral Analytics' historical financial statements and related notes thereto as of and for the year ended December 31, 2016 and the three months ended March 31, 2017 and 2016 attached to this Form 8-K/A as Exhibits 99.2 and 99.1, respectively.

The unaudited pro forma condensed consolidated financial statements are prepared in accordance with Article 11 of Regulation S-X. The unaudited pro forma condensed combined balance sheet as of June 30, 2017 reflects the acquisition of Integral Analytics as if the acquisition occurred on June 30, 2017. The pro forma condensed consolidated statements of operations for the six months ended June 30, 2017 and the year ended December 31, 2016 are presented as if the acquisition of Integral Analytics occurred on January 2, 2016. The pro forma adjustments are described in the accompanying notes and are based upon information and assumptions available at the time of the filing of this report on Form 8-K/A.

We present the pro forma financial statements for informational purposes only. The pro forma financial statements are not necessarily indicative of what our financial position or results of operations would have been had we completed the acquisition as of the dates indicated. In addition, the pro forma financial statements do not purport to project the future financial position or operating results of the combined company. The unaudited pro forma condensed combined statements of operations do not reflect the realization of any expected cost savings and other synergies resulting from the acquisition of Integral Analytics as a result of any cost saving initiatives planned subsequent to the closing of the acquisition nor do they reflect any nonrecurring costs directly attributable to the acquisition and related financing. The accounting policies used in the presentation of the following unaudited pro forma condensed combined financial information are those set out in the Company's audited consolidated financial statements for the fiscal year ended December 30, 2016.

We prepared the pro forma financial statements using the acquisition method of accounting. The maximum purchase price is $30.0 million, consisting of (i) $15.0 million in cash paid at closing (subject to certain post-closing tangible net asset value adjustments), (ii) 90,611 shares of common stock, par value $0.01 per share, of the Company (the "Common Stock") issued at closing, equaling $3.0 million, calculated based on the volume-weighted average price of shares of Common Stock for the ten trading days immediately prior to, but not including, the closing date of the IA Acquisition (the "Closing Date") and (iii) up to $12.0 million in cash for a percentage of sales attributable to the business of Integral Analytics during the three years after the Closing Date, as more fully described below (such potential payments of up to $12.0 million, being referred to as "Earn-Out Payments" and $12.0 million in respect thereof, being referred to as the "Maximum Payout").

The size of the Earn-Out Payments to be paid will be determined based on two factors. First, the IA Stockholders will receive 2% of gross contracted revenue for new work sold by the Company in close collaboration with Integral Analytics during the three years following the Closing Date (the "Earn-Out Period"). Second, the IA Stockholders will receive 20% of the gross contracted revenue specified in each executed and/or effective software licensing agreement, entered into by the Company or one of its affiliates that contains pricing either equal to or greater than standard pricing, of software offered for licensing by Integral Analytics during the Earn-Out Period. The amounts due to the IA Stockholders pursuant to these two factors will in no event, individually or in the aggregate, exceed the Maximum Payout. Earn-Out Payments will be made in quarterly installments for each year of the Earn-Out Period. For the purposes of both of these factors credit will be given to Integral Analytics for the gross contracted revenue in the quarter in which the contract/license is executed, regardless of when the receipt of payment thereunder is expected. The amount of gross contracted revenue for contracts with unfunded ceilings or of an indeterminate contractual value will be mutually agreed upon. Further, in the event of a change of control of WES during the Earn-Out Period, any then-unpaid amount of the Maximum Payout will be paid promptly to the IA Stockholders, even if such Earn-Out Payments have not been earned at that time. The Company has agreed to certain covenants regarding the operation of Integral Analytics during the Earn-Out Period, of which a violation by the Company could result in damages being paid to the IA Stockholders in respect of the Earn-Out. In addition, the Earn-Out Payments will be subject to certain subordination provisions in favor of BMO Harris Bank, N.A. ("BMO"), the Company's senior secured lender.

The total purchase price is allocated to the net tangible and identifiable intangible assets of Integral Analytics acquired, based on their respective fair values. The final purchase price is based on management's current estimate of the expected Earn-Out Payments and the purchase price allocation is dependent upon valuations and other studies that have not progressed to a stage where there is sufficient information to make a definitive allocation. The final purchase price and the purchase price allocation pro forma adjustments are preliminary and have been made using our best judgment given the information currently available solely for the purpose of providing the pro forma financial statements. The final purchase price allocation and its effect on results of operations may differ significantly from the pro forma amounts included in the pro forma financial statements. These amounts represent management's best estimate as of the date of this Form 8-K/A.

WILLDAN GROUP, INC. AND INTEGRAL ANALYTICS, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEETS
AS OF JUNE 30, 2017

	Company Historical	Pro Forma Adjustments	Combined Pro Forma
Assets			
Current assets:			
Cash and cash equivalents	$ 26,323,000	$ (14,634,000) (a)	$ 11,689,000
Accounts receivable, net of allowance for doubtful accounts of $594,000 and $785,000 at June 30, 2017 and December 30, 2016, respectively	28,141,000	990,000 (b)	29,131,000
Costs and estimated earnings in excess of billings on uncompleted contracts	29,738,000	—	29,738,000
Other receivables	1,550,000	—	1,550,000
Prepaid expenses and other current assets	3,146,000	65,000 (c)	3,211,000
Total current assets	88,898,000	(13,579,000)	75,319,000
Equipment and leasehold improvements, net	5,293,000	—	5,293,000
Goodwill	21,947,000	19,110,000 (d)	41,057,000
Other intangible assets, net	4,846,000	6,960,000 (e)	11,806,000
Other assets	678,000	2,000 (f)	680,000
Total assets	$ 121,662,000	$ 12,493,000	$ 134,155,000
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	22,567,000	418,000 (g)	22,985,000
Accrued liabilities	22,296,000	1,944,000 (h)	24,240,000
Contingent consideration payable	1,525,000	1,800,000 (i)	3,325,000
Billings in excess of costs and estimated earnings on uncompleted contracts	7,098,000	1,632,000 (j)	8,730,000
Notes payable	2,244,000	—	2,244,000
Capital lease obligations	301,000	—	301,000
Total current liabilities	56,031,000	5,794,000	61,825,000
Contingent consideration payable	1,709,000	3,600,000 (i)	5,309,000
Notes payable	1,500,000	—	1,500,000
Capital lease obligations, less current portion	168,000	—	168,000
Deferred lease obligations	681,000	—	681,000
Deferred income taxes, net	2,587,000	—	2,587,000
Total liabilities	62,676,000	9,394,000	72,070,000
Commitments and contingencies			
Stockholders' equity:			
Preferred stock, $0.01 par value, 10,000,000 shares authorized, no shares issued and outstanding	—	—	—
Common stock, $0.01 par value, 40,000,000 shares authorized; 8,628,000 and 8,348,000 shares issued and outstanding at June 30, 2017 and December 30, 2016, respectively	86,000	1,000 (k)	87,000
Additional paid-in capital	45,488,000	3,098,000 (l)	48,586,000
Retained Earnings	13,412,000	—	13,412,000
Total stockholders' equity	58,986,000	3,099,000	62,085,000
Total liabilities and stockholders' equity	$ 121,662,000	$ 12,493,000	$ 134,155,000

Notes to Unaudited Pro Forma Condensed Combined Balance Sheets

The following are explanations of the amounts included in the accompanying pro forma condensed consolidated balance sheets:

(a) Reflects $15,000,000 cash paid out for purchase of Integral Analytics and $366,000 cash acquired from Integral Analytics.

(b) Reflects estimated accounts receivable, net acquired.

(c) Reflects estimated prepaid and other assets acquired.

(d) Reflects estimated goodwill resulting from the acquisition.

(e) Reflects estimated other intangible assets acquired.

(f) Reflects estimated other assets acquired.

(g) Reflects estimated accounts payable acquired.

(h) Reflects estimated accrued liabilities acquired.

(i) Reflects the current and non-current portions of contingent consideration.

(j) Reflects estimated billings in excess of costs and estimated earnings on uncompleted contracts acquired.

(k) Reflects the shares of common stock issued in connection with the acquisition.

(l) Reflects the amount of additional paid in capital issued in connection with the acquisition.

WILLDAN GROUP, INC. AND INTEGRAL ANALYTICS, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATION
FOR THE FISCAL YEAR ENDED DECEMBER 30, 2016 AND THE SIX MONTHS ENDED JUNE 30, 2017

	Fiscal Year Ended December 30, 2016			Fiscal Six Months Ended June 30, 2017		
	Company Historical (A)	Pro Forma Adjustments (B)	Combined Pro Forma	Company Historical (A)	Pro Forma Adjustments (B)	Combined Pro Forma
Contract revenue	$208,941,000	$ 4,590,000	$ 213,531,000	$ 140,184,000	$ 1,946,000	$ 142,130,000
Direct costs of contract revenue:						
Salaries and wages	39,024,000	243,000	39,267,000	22,169,000	125,000	22,294,000
Subconsultant services and other direct costs	104,236,000	1,900,000	106,136,000	81,571,000	953,000	82,524,000
Total direct costs of contract revenue	143,260,000	2,143,000	145,403,000	103,740,000	1,078,000	104,818,000
General and administrative expenses:						
Salaries and wages, payroll taxes and employee benefits	31,084,000	2,357,000	33,441,000	17,401,000	1,370,000	18,771,000
Facilities and facility related	4,085,000	56,000	4,141,000	2,243,000	29,000	2,272,000
Stock-based compensation	1,239,000	—	1,239,000	1,096,000	—	1,096,000
Depreciation and amortization	3,204,000	889,000	4,093,000	1,843,000	445,000	2,288,000
Other	14,525,000	1,413,000	15,938,000	7,334,000	680,000	8,014,000
Total general and administrative expenses	54,137,000	4,715,000	58,852,000	29,917,000	2,524,000	32,441,000
Income from operations	11,544,000	(2,268,000)	9,276,000	6,527,000	(1,656,000)	4,871,000
Other (expense) income:						
Interest expense	(179,000)	—	(179,000)	(65,000)	—	(65,000)
Other, net	2,000	—	2,000	38,000	—	38,000
Total other (expense), net	(177,000)	—	(177,000)	(27,000)	—	(27,000)
Income before income taxes	11,367,000	(2,268,000)	9,099,000	6,500,000	(1,656,000)	4,844,000
Income tax expense (benefit)	3,068,000	(612,000)	2,456,000	547,000	(139,000)	408,000
Net income	$ 8,299,000	$ (1,656,000)	$ 6,643,000	$ 5,953,000	$ (1,517,000)	$ 4,436,000
Earnings per share:						
Basic	$ 1.01		$ 0.80	$ 0.70		$ 0.52
Diluted	$ 0.97		$ 0.77	$ 0.66		$ 0.48
Weighted-average shares outstanding:						
Basic	8,219,000	91,000	8,310,000	8,505,000	91,000	8,596,000
Diluted	8,565,000	91,000	8,656,000	9,078,000	91,000	9,169,000

Notes to Unaudited Pro Forma Condensed Combined Statements of Operations

The following are explanations of the amounts included in the accompanying pro forma condensed consolidated statements of operations:

(A) Company Historical

Reflects our historical condensed consolidated statements of operations for the six months ended June 30, 2017 and the year ended December 30, 2016.

(B) Pro Forma Adjustments

The pro forma condensed consolidated statements of operations for the six months ended June 30, 2017 and the year ended December 30, 2016 are presented as if the acquisition of Integral Analytics occurred on January 2, 2016. The pro forma adjustments to the historical financial statements of Integral Analytics are computed as follows:

	Fiscal Year Ended December 30, 2016			Fiscal Six Months Ended June 30, 2017		
	Integral Analytics Historical (1)	**Adjustments**	**Pro Forma Adjustments**	**Integral Analytics Historical (1)**	**Adjustments**	**Pro Forma Adjustments**
Contract revenue	$4,590,000	$ —	$ 4,590,000	$1,946,000	$ —	$ 1,946,000
Direct costs of contract revenue:						
Salaries and wages	243,000	—	243,000	125,000	—	125,000
Subconsultant services and other direct costs	1,900,000	—	1,900,000	953,000	—	953,000
Total direct costs of contract revenues	2,143,000	—	2,143,000	1,078,000	—	1,078,000
General and administrative expenses:						
Salaries and wages, payroll taxes and employee benefits	2,357,000	—	2,357,000	1,370,000	—	1,370,000
Facilities and facilities related	56,000	—	56,000	29,000	—	29,000
Depreciation and amortization	17,000	872,000 (2)	889,000	8,000	437,000 (2)	445,000
Other	729,000	684,000 (3)	1,413,000	380,000	300,000 (3)	680,000
Total general and administrative expenses	3,159,000	1,556,000	4,715,000	1,787,000	737,000	2,524,000
(Loss) income from operations	(712,000)	(1,556,000)	(2,268,000)	(919,000)	(737,000)	(1,656,000)
Other expense:						
Interest expense	(15,000)	15,000 (4)	—	(8,000)	8,000 (4)	—
Total other expense	(15,000)	15,000	—	(8,000)	8,000	—
(Loss) income before income taxes	(727,000)	(1,541,000)	(2,268,000)	(927,000)	(729,000)	(1,656,000)
Income tax (benefit) expense	—	(612,000) (5)	(612,000)	—	(139,000) (5)	(139,000)
Net (loss) income	$ (727,000)	$ (929,000)	$(1,656,000)	$ (927,000)	$ (590,000)	$(1,517,000)

(1) Reflects Integral Analytics condensed statement of operations for the year ended December 31, 2016 and the six months ended June 30, 2017.

(2) Reflects amortization of the preliminary estimated fair values of intangible assets related to the value of Integral Analytics' existing contracts and non-competes. The amount is comprised of amortization for the twelve and six months, respectively.

(3) Reflects interest accretion on the fair value of current contingent consideration.

(4) Reflects Integral Analytics' shareholder notes payable that were settled as part of the acquisition.

(5) Represents the income tax impact of the pro forma adjustments based on the appropriate blended rate for each jurisdiction. Integral Analytics was an S Corporation prior to the Company's acquisition of Integral Analytics and accordingly, Integral Analytics did not incur income tax expenses (benefits) prior to the Company's acquisition of it.