FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|--------------|----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-028 | | | | | | | | |

37 Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | _ | | | | | | | | | | | | | | | |
|--|---------------------------------|--|------------------|------------|--|--|---|-------|---|--|--------------|---|---------------|------------------------------|---|-------------------|--------------------------|--------------------|---------------------------|--|
| 1. Name and Address of Reporting Person* | | | | | | 2. Issuer Name and Ticker or Trading Symbol Willdan Group, Inc. [WLDN] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| <u>Tipermas Marc</u> | | | | | 1 | | | | | | - | | | | | Direc | ctor | 10% | Owner | |
| | | | | | 2 D | O Data of Fordinal Transaction (Manth (Dav)) | | | | | | | | | X Office below | | er (give title v) | Othe belo | er (specify w) | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/14/2017 | | | | | | | | | | Pres | ident of Na | ational Prog | rams | |
| 2401 EAST KATELLA AVENUE | | | 12/ | 12/14/201/ | | | | | | | | | | 1100 | 140110 01 110 | | dillo | | | |
| SUITE 300 | | | | | | | | | | | | | | | | | | | | |
| COLLEG | | | | | ⊿ If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6 | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| | | | | | . 4. " | 4. II Amendinent, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line) | | | | | |
| (Street) | | | 22006 | | | | | | | | | | | | X | Form | n filed by One | Reporting Pe | erson | |
| ANAHEI | M CA | A | 92806 | | | | | | | | | | | | Form filed by More than One Reporting | | | | | |
| | | | | | - | | | | | | | | | | | Pers | | e tricari Orio re | Sporting | |
| (City) | (St | ate) (| (Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - No | n-Deriv | ative | Sec | uritie | s Ac | quired | l, Dis | sposed o | f, or | Ber | neficia | ally | Owne | ed | | | |
| 1 Title of S | Security (Inst | r 2\ | | 2. Transac | rtion | 24 | Deeme | ч | 3. | | 4. Securitie | e Acai | iired | (A) or | | 5 Am | ount of | 6. Ownership | 7. Nature | |
| 1. Title of 3 | ecurity (mst | 1. 3) | | Date | | Execution Date, | | | Transa | Transaction Disposed Of (D) (Instr. 3, 4 a | | | | | and 5) Secur | | ties | Form: Direct | of Indirect | |
| (Month/Day | | | | | ay/Year) | //Year) if any (Month/Day/Year) | | | Code (Instr. 8) | | | | Owne Repor | | Beneficially (D Owned Following (I) | | Beneficial Ownership | | | |
| | | | | | | | | | | | | | | | ted | (I) (Instr. 4) | (Instr. 4) | | | |
| | | Code | ٧ | Amount | (A) (D) | | | | or | Price | | Transaction(s) (Instr. 3 and 4) | | | | | | | | |
| Common Stock 12/14/20 | | | | | 2017 | :017 | | | S | | 3,000 | I |) | \$25.24(1) | | (1) 38,333 | | D | | |
| | | | | | | | | | <u> </u> | <u> </u> | <u> </u> | | | | | | | <u> </u> | 1 | |
| | | Ta | able II - | | | | | | | | osed of, | | | | у Ои | vned | | | | |
| | | | | (e.g., pı | uts, c | alls, | warra | ants, | optio | ns, c | onvertib | le se | cur | ities) | | | | | | |
| 1. Title of | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deer | | 4. | | ion of str. Derivative Securities | | 6. Date Exercise Expiration Date (Month/Day/Yea | | | 7. Title and Amount of Securities | | | | rice of 9. Number | | | 11. Nature of Indirect | |
| Derivative Security | | | Execution if any | ´ c | Transa Code (| | | | | | | | | | Secu | vative uritv | derivative Securities | Ownership Form: | of Indirect Beneficial | |
| (Instr. 3) | Price of | | | | 8) | | | | (, | | | Underlying | | 9 | (Instr. 5) | | Beneficially | Direct (D) | Ownership | |
| Derivative Security | | | | | Acquired (A) or Security (Instr. Disposed and 4) | | | | | | | 3 | | Owned Following | or Indirec (I) (Instr. 4 | | | | | |
| | | | | | | | | | | | | | | Reported | 1 | ′ | | | | |
| | | | | | | of (D) (Instr. 3, 4 | | | | | | | | Transaction(s) (Instr. 4) | (s) | | | | | |
| | | | | | | | and 5) | | | | | | | | | | (| | | |
| | | | | | | | | | Ar | nount | ount | | | | | | | | | |
| | | | | | | | | | | | Expiration | | or | | | | | | | |
| | | | | | | | | | Date | | | | Nu | ımber | | | | | | |
| | | | | | Code | V | (A) | (D) | Exercis | able | Date | Title | | nares | | | | | | |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.13 - \$25.32, inclusive. The reporting person undertakes to provide to Willdan Group, Inc., any security holder of Willdan Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

/s/ Stacy McLaughlin,

Attorney-in-fact for Marc

12/14/2017

Date

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** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.