As filed with the Securities and Exchange Commission on June 28, 2019

Registration No.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WILLDAN GROUP, INC.

(Exact name of registrant as specified in its charter)

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

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

Willdan Group, Inc.
Amended and Restated 2008 Performance Incentive Plan
(Full title of the plan)

Stacy B. McLaughlin
Vice President and Chief Financial Officer
Willdan Group, Inc.
2401 East Katella Avenue, Suite 300
Anaheim, California 92806
(800) 424-9144
(Name, address and telephone number, including area code, of agent for service)

COPY TO:

John-Paul Motley, Esq.
O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, CA 90071

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐	Smaller reporting company ☐
	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 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, $0.01 par value per share	955,000 Shares(1)	$ 35.58(2)	$ 33,978,900(2)	$ 4,118.25(2)

(1) This Registration Statement covers, in addition to the number of shares of Willdan Group, Inc., a Delaware corporation (the "Company" or the "Registrant"), common stock, par value $0.01 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan (the "Plan") as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on June 26, 2019, as quoted on the Nasdaq Global Market.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(a) The Company's Registration Statements on Form S-8, filed with the Commission on August 12, 2008, August 12, 2010, November 8, 2012, August 4, 2016 and June 30, 2017 (Commission File Nos. 333-152951, 333-168787, 333-184823, 333-212907 and 333-219133, respectively);

(b) The Company's Annual Report on Form 10-K for its fiscal year ended December 28, 2018, filed with the Commission on March 8, 2019 (Commission File No. 001-33076);

(c) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended March 29, 2019, filed with the Commission on May 6, 2019 (Commission File No. 001-33076);

(d) The Company's Current Reports on Form 8-K or 8-K/A, filed with the Commission on January 23, 2019, April 15, 2019 (with respect to Item 5.02 only) and June 17, 2019 (each, Commission File No. 001-33076); and

(e) The description of the Company's Common Stock contained in its Current Report on Form 8-K, filed with the Commission on April 18, 2017 (Commission File No. 001-33076), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

Exhibit Number	Description of Exhibit
4.	Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan. (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 17, 2019 (Commission File No. 001-33076) and incorporated herein by this reference.)
5.1	Opinion of O'Melveny & Myers LLP.
23.1	Consent of Crowe LLP, Independent Registered Public Accounting Firm for Willdan Group, Inc. for the year ended December 28, 2018.
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm for Willdan Group, Inc. for the years ended December 29, 2017 and December 30, 2016.
23.3	Consent of CohnReznick LLP, Independent Registered Public Accounting Firm for Lime Energy Co. for the years ended December 31, 2017 and 2016.
23.4	Consent of O'Melveny & Myers LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in this Registration Statement under "Signatures").

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Anaheim, State of California, on June 28, 2019.

WILLDAN GROUP, INC.

By: /s/ Stacy B. McLaughlin
Stacy B. McLaughlin
Vice President and Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Thomas D. Brisbin and Stacy B. McLaughlin, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas D. Brisbin Thomas D. Brisbin	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	June 28, 2019
/s/ Stacy B. McLaughlin Stacy B. McLaughlin	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 28, 2019
/s/ Keith W. Renken Keith W. Renken	Director	June 28, 2019

Signature	Title	Date
/s/ Steven A. Cohen Steven A. Cohen	Director	June 28, 2019
/s/ Robert Conway Robert Conway	Director	June 28, 2019
/s/ Debra G. Coy Debra G. Coy	Director	June 28, 2019
/s/ Raymond W. Holdsworth Raymond W. Holdsworth	Director	June 28, 2019
/s/ Douglas J. McEachern Douglas J. McEachern	Director	June 28, 2019
/s/ Dennis V. McGinn Dennis V. McGinn	Director	June 28, 2019
/s/ Mohammad Shahidehpour Mohammad Shahidehpour	Director	June 28, 2019

EXHIBIT 5.1

[O'Melveny & Myers LLP Letterhead]

June 28, 2019

Willdan Group, Inc.
2401 East Katella Avenue, Suite 300
Anaheim, California 92806

Re: ***Registration of Securities of Willdan Group, Inc.***

Ladies and Gentlemen:

In connection with the registration of up to 955,000 shares of Common Stock of Willdan Group, Inc., a Delaware corporation (the "Company"), par value $0.01 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan (the "Plan"), you have requested our opinion set forth below.

In our capacity as counsel, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ O'Melveny & Myers LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement of Willdan Group, Inc. on Form S-8 of our report dated March 7, 2019 on the 2018 consolidated financial statements of Willdan Group, Inc. and effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of Willdan Group, Inc. for the year ended December 28, 2018.

/s/ Crowe LLP

Sherman Oaks, California
June 28, 2019

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Willdan Group, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Willdan Group, Inc. of our report dated March 9, 2018, except as to notes 2 (Segment Information and Contract Accounting), 4, and 13, which is as of October 3, 2018, with respect to the consolidated balance sheet of Willdan Group, Inc. as of December 29, 2017, the related consolidated statements of operations, stockholders' equity, and cash flows for the years ended December 29, 2017 and December 30, 2016, and the related notes, which report appears in the Annual Report on Form 10-K for the year ended December 28, 2018 of Willdan Group, Inc.

/s/ KPMG LLP

Irvine, California
June 28, 2019

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Willdan Group, Inc. of our report dated February 21, 2018, on our audits of the consolidated financial statements of Lime Energy Co. as of December 31, 2017 and 2016 and for the years then ended, which report is included in the Current Report on Form 8-K/A filed by Willdan Group, Inc., on January 23, 2019.

/s/ CohnReznick LLP

New York, New York
June 28, 2019