

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **December 15, 2008**

WILLDAN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction
of incorporation)

001-33076
(Commission File Number)

14-1951112
(IRS Employer
Identification No.)

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

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On December 17, 2008, Willdan Group, Inc. (the "Company") announced that Daniel Chow, PE, had joined the Company as President and Chief Executive Officer of Willdan Engineering, a subsidiary of the Company, and as an Executive Officer of the Company.

Mr. Chow, age 58, has been a Vice President at AMEC Earth & Environmental, Inc., an environmental and engineering consulting organization, since April 2004. Prior to joining AMEC, Mr. Chow held various senior management positions, including Vice President, at Tetra Tech EM Inc. (formerly PRC Environmental Management, Inc.), a provider of consulting, engineering and technical services, where he worked from 1995 to 2004. At AMEC and Tetra Tech EM, Mr. Chow was responsible for establishing new offices and implementing specific systems and operations firm wide.

The terms of Mr. Chow's employment were included in an offer letter (the "Offer Letter") sent to Mr. Chow on October 29, 2008 and accepted on November 9, 2008. The Offer Letter provides that Mr. Chow will receive an annual base salary of \$205,000, which includes a monthly car allowance of \$500. The Offer Letter has a term of two years following his first date of employment, which was December 15, 2008 (the "Employment Period"). Following the Employment Period, Mr. Chow's employment shall continue on an at-will basis, subject to the terms of his initial offer. If Mr. Chow's employment is terminated during the Employment Period, without cause, his base salary will continue through the remainder of the Employment Period or for a period of three months, whichever is greater. If Mr. Chow's employment is terminated without cause in the last three months of the Employment Period or following the Employment Period, Mr. Chow will be paid a lump sum severance payment of three months of his base salary.

In connection with his hiring, Mr. Chow is entitled to participate in the Company's 2009 Performance Incentive Plan (the "Performance Incentive Plan"). Pursuant to the Performance Incentive Plan, on December 15, 2008, the Company granted Mr. Chow an option to purchase 25,000 shares of common stock of the Company at an exercise price per share equal to the closing price of a share of the common stock on the later of Mr. Chow's start date or approval

of the grant by the Company's Compensation Committee. The option will vest in substantially equal annual installments over the three-year period following the date of the grant. The option was granted under the Performance Incentive Plan on terms and conditions substantially similar to those contained in the form of stock option agreement previously filed by the Company with the Securities and Exchange Commission.

Item 7.01. Regulation FD Disclosure.

Willdan Group, Inc. issued a press release dated December 17, 2008. The press release announced the hiring of Mr. Chow as President and Chief Executive Officer of Willdan Engineering. The press release is filed as Exhibit 99.1 and is hereby incorporated by reference in its entirety. The information in this Item 7.01 and the exhibit attached hereto is being furnished (not filed) under Item 7.01 of Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

- 10.1 Offer Letter dated October 29, 2008
99.1 Press Release dated December 17, 2008

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SIGNATURES

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

WILLDAN GROUP, INC.

Date: December 17, 2008

By: /s/ Kimberly D. Gant
Kimberly D. Gant
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
10.1	Offer Letter dated October 29, 2008
99.1	Press Release dated December 17, 2008

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October 29, 2008

Daniel Chow
21064 Marcy Court
Cupertino, CA 95014

Dear Daniel:

It is my pleasure to extend an offer of employment to you as President of Willdan Engineering.

Your Base Salary will be \$7,884.62 per bi-weekly pay period, which is \$205,000 on an annualized basis. This equates to an hourly rate of \$98.56 that is used for client billing and benefit calculations. This offer includes a monthly car allowance of \$500. All business related travel expenses will be reimbursed to you in accordance with Company policy.

The offer includes a comprehensive benefits program for you and your eligible dependants, as highlighted in the attached summary. These benefits may change from time to time in accordance with Company policy. Your health insurance will be effective on your start date still to be determined. You will also accrue Paid Time Off (PTO) at a rate of 20 days per year and you will accrue an additional 3 days of Management Leave per year.

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

If you accept this offer, you shall be granted an option to purchase 25,000 shares of common stock of Willdan Group, Inc. ("Common Stock") at an exercise price per share equal to the closing price of a share of the Common Stock on the later of your start date or approval of the Compensation Committee of Willdan Group, Inc., which date shall be the "Date of the Grant" (the "Option"). The Option is intended to qualify as an "incentive stock option" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), to the maximum extent possible within the limitations of the Code. The Option will vest in substantially equal annual installments over the three-year period following the Date of Grant. The vesting of each installment of the Option will occur only if you remain continuously employed with Willdan Engineering through the respective vesting dates. The maximum term of the Option is ten (10) years from the Date of Grant of the Option, subject to earlier termination upon the termination of your employment with Willdan Engineering, a change in control of Willdan Engineering as defined in the stock incentive plan or Willdan Group, Inc., and similar events. The Option shall be granted under the Willdan Group, Inc. 2008 Performance Incentive Plan as may be amended from time to time, a copy of which has been provided to you with this offer, and is subject to such further terms and conditions as set forth in a written stock option agreement to be entered into by you and Willdan Group, Inc., to evidence the Option (the "Option Agreement"). Such Option Agreement shall be in substantially the form attached hereto as Exhibit A. The grant of the Option is subject to approval by the Compensation Committee of Willdan Group, Inc., or the Board of Directors if the Compensation Committee does not exist at such time.

Daniel Chow
Offer Letter

Engineering | Geotechnical | Environmental | Financial | Homeland Security
714.940.6300 | 800.424.9144 | fax: 714.940.4920 | 2401 East Katella Avenue, Suite 300, Anaheim, CA 92806-6073 | www.willdan.com

The Employment Period shall commence on your first date of employment and end two years thereafter. Following the Employment Period your employment shall continue on an at-will basis. Your continued employment will be subject to the terms of this offer. Should your employment be terminated by the Company during the Employment Period, without cause, your Base Salary will continue through the remainder of the Employment Period or for a period of three months, whichever is greater. Should your employment terminate without cause in the last three months of the Employment Period or following the Employment Period, you shall be paid a severance benefit of three months Base Salary in a lump sum payout. This severance shall include Base Salary only, and shall not include any other benefits or perquisites.

No one has the authority to change this except by a written agreement signed by you and the president of the Company. No promises or representations to induce you to accept employment with the Company other than those stated in this letter have been made to you.

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

We hope that you decide to join the team at Willdan Engineering. If you are willing to accept employment on these terms, please sign below and return the original back to me.

Sincerely,

/s/ Thomas D. Brisbin
Thomas D. Brisbin
President and CEO
Willdan Group, Inc.

THIS OFFER OF EMPLOYMENT IS ACCEPTED:

Sign: /s/ Daniel Chow

Date: 11/09/2008



FOR IMMEDIATE RELEASE

Willdan Appoints Daniel Chow, PE, as CEO and President of Willdan Engineering

ANAHEIM, Calif.,—December 17, 2008—Willdan Group, Inc. (“Willdan”) (NASDAQ:WLDN), a leading provider of outsourced engineering, public finance, and homeland security services to public agencies primarily in California and other western states today announced that Daniel Chow has joined the company as Chief Executive Officer and President of Willdan Engineering and as an Executive Officer of Willdan Group, Inc.

Mr. Chow will be focusing his efforts on increasing both profitability and quality at the project level as Willdan Engineering moves forward with expanding its infrastructure design services. Based in Northern California, Mr. Chow will be leading Willdan Engineering’s strategic business development efforts as well as honing the company’s internal operations. Tom Brisbin, Willdan’s Chief Executive Officer, stated “Daniel is known in the industry for his ability to identify and capture strategically targeted opportunities, and to energize his staff and focus their efforts on building quality and efficiency into everyday operations.”

Mr. Chow joins Willdan from AMEC Earth & Environmental, Inc., in San Francisco, California, and previously held various senior management positions at Tetra Tech EM Inc. (formerly PRC Environmental Management, Inc.). During his tenure with these firms he was responsible for establishing new offices and implementing specific systems and operations firm wide. He also led the pursuit and management of multimillion-dollar contracts for clients that included the U.S. Navy and the U.S Army Corps of Engineers.

In conjunction with this strategic hire, David L. Hunt, Willdan Engineering’s former Chief Executive Officer and President has been named Chief Operating Officer and Senior Vice President of Willdan Engineering. Together, Daniel and David will lead Willdan Engineering through these tough economic times.

About Willdan Group, Inc.

Founded over 40 years ago, Willdan Group, Inc. is a leading provider of outsourced services to public agencies located primarily in California and other western states. Willdan Group, Inc. assists cities and other government agencies with a broad range of services, including civil engineering, building and safety services, geotechnical engineering, financial, management and economic consulting, energy efficiency, water conservation, renewable energy, disaster preparedness and homeland security. www.willdan.com

Forward-Looking Statements

Safe Harbor Statement: Statements in this press release which are not purely historical, including statements regarding Willdan Group’s intentions, hopes, beliefs, expectations, representations, projections, estimates, plans or predictions of the future are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements involve risks and uncertainties including, but not limited to, the risk that the Company will not be able to expand its services or meet the needs of customers in markets in which it operates. It is important to note that the Company’s actual results could differ materially from those in any such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, a slowdown in the local and regional economies of the states where Willdan conducts business and the loss of or inability to hire additional qualified professionals. The Company’s business could be affected by a number of other factors, including the risk factors listed from time to time in the Company’s SEC reports including, but not limited to, the Form 10-K annual report for the year ended December 28, 2007 filed on March 27, 2008 and the Form 10-Q quarterly report for the quarter ended September 26, 2008 filed on November 10, 2008. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this press release. Willdan Group, Inc. disclaims any obligation, and does not undertake to update or revise any forward-looking statements in this press release.

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