FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| wasinigton, | D.C. 20049 | |
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OMB APPROVAL

OMB Number: 3235-0287
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0.5

hours per response:

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-

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

| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Common Stock O8/19/2024 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Common Stock O8/19/2024 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Non-Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3) Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned Table II - Derivative Securities II - Derivative Security II - Derivativ | Name and Address of Reporting Person* CHEN MICAH | | | | | | | | | | | | k all app Direct Office | olicable) etor er (give title | Othe | Owner (specify | | | |
|--|--|---|-------|-------------------|-----------|--|---|------------------|-----------------|--------------------|---------------------------|---|---|---|--------------------|--|---|---------------------------------------|------------|
| City | 2401 EAST KATELLA AVENUE | | | | | | | | | | | | below) below) EXECUTIVE VP & GENERAL COUNSEL | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Beneficially Owned (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Beneficially Owned (Instr. 3) 5. Amount of Securities Beneficially Owned (Instr. 3) 6. Owned Execution Date (Month/Day/Year) 7. Title and Amount of Securities Beneficially Owned (Month/Day/Year) 8. Price of Derivative Securities Beneficially Owned (Month/Day/Year) 8. Price of Derivative Securities Derivative Securities Beneficially Owned (Month/Day/Year) 9. Number of Generative Securities Beneficially Owned (Month/Day/Year) 1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Security (Instr. 3) 1. Title of Derivative Securities Acquired (Month/Day/Year) 1. Title of Derivative Securities Acquired (Day Onthe | NAHEIM | | | | | 4. If A | Amendi | ment, Da | ite of | f Origina | al Filed | d (Month/Da | y/Year | ·) | Line) | Form | i filed by On | e Reporting Pe | rson |
| Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Disposed Of (D) (Instr. 3, 4 and 5) Disposed Of (D) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Owned Following Reported Transaction(s) (Instr. 5 and 4 and | | | Table | l - No | n-Deriva | tive S | Secui | rities A | cq | uired, | Dis | posed of | , or E | 3en | eficially | / Own | ed | | |
| Common Stock 08/19/2024 A 1,736(1) A \$0 31,917(2)(3) | Date | | | Execution Date, | | | Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5) | | | (A) or 3, 4 and | Securi Benefi Owned | ities icially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Securities Acquired (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 4. Transaction or Exercise Price of Derivative Securities (Month/Day/Year) 8. Price of Derivative Securities Underlying Derivative Securities Securities Securities Security (Instr. 5) 9. Number of Expiration Date (Month/Day/Year) (Month/Day/Year) 1. Title of Derivative Securities Acquired (Month/Day/Year) 1. Title of Derivative Securities Acquired (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 8. Price of Derivative Securities Securi | | | | | | | | | | Code | v | Amount | | | Price | Transa | ction(s) | | (Instr. 4) |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion Oxercise (Month/Day/Year) 3. Transaction Date Exercisable and Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Securities Secu | ommon St | tock | | | 08/19/2 | 2024 | | | | A | | 1,736(1) | A | 1 | \$ 0 | 31, | 917(2)(3) | D | |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security Security (Instr. 4) 2. Conversion Date (Month/Day/Year) or Exercise Price of Derivative Security Security Security Security Security Security Security (Instr. 5) (Instr. 3) (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date Exercisable and Execution Date (Month/Day/Year) Securities Acquired (A) or Security Security (Instr. 5) (Instr. 6) (Instr. 7) (Instr. 7) (Instr. 7) (Instr. 8) | ommon St | tock | | | 08/19/2 | 2024 | | | | F | | 760(4) | I |) | \$37.36 | 31, | 157(2)(3) | D | |
| Derivative Security (Instr. 3) Price of Derivative Security Securi | | | Tal | | | | | | | | | | | | | Owne | d | | |
| of (D) (Instr. 3, 4 and 5) S and 4) Reported | erivative or | onversion r Exercise rice of erivative | Date | Executi if any | ion Date, | Transaction Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | ive ies ed | Expiration Date | | te | Amount of Securities Underlying Derivative | | De Se (In | rivative curity | derivative Securities Beneficiall Owned Following Reported Transaction | Ownersh Form: Direct (D or Indirect (I) (Instr. | Beneficia Ownershi t (Instr. 4) | |

Explanation of Responses:

1. Represents performance-based restricted stock units previously granted to the Reporting Person by the Issuer on August 2, 2022. The performance conditions applicable to the award were determined to have been satisfied by the Issuer's Compensation Committee on July 30, 2024, resulting in the immediate vesting of the restricted stock units as to 1,736 shares of Common Stock.

Exercisable

Date

- 2. Includes (i) 4,200 shares of restricted stock units that vest in three substantially equal installments on each of March 20, 2025, March 20, 2026 and March 20, 2027 and (ii) 1,867 shares of restricted stock that vest in two substantially equal installments on each of March 7, 2025 and March 7, 2026, subject to the Reporting Person's continued service to the Issuer through the applicable vesting date.
- 3. Includes 683 shares of Common Stock purchased under the Amended and Restated Willdan Group, Inc. 2006 Employee Stock Purchase Plan on June 30, 2024.

Code

(A) (D)

4. Represents shares of the Issuer's Common Stock withheld to satisfy tax withholding obligations in connection with the vesting of the performance-based restricted stock units referenced in footnote (1).

/s/ Creighton K. Early,

Number

Shares

Title

Attorney-in-fact for Micah 08/21/2024

Chen

** Signature of Reporting Person Date

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.