

**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
(State or other jurisdiction of
incorporation or organization)

14-1951112
(I.R.S. Employer
Identification No.)

2401 East Katella Avenue, Suite 300
Anaheim, California 92806
(800) 424-9144
(Address of Principal Executive Offices) (Zip Code)

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

Creighton K. Early
Chief Financial Officer and Executive Vice President
Willdan Group, Inc.
2401 East Katella Avenue, Suite 300
Anaheim, California 92806
(Name and address of agent for service)

(800) 424-9144
(Telephone number, including area code, of agent for service)

Copy to:

John-Paul Motley
Logan Tiari
Cooley LLP
355 South Grand Avenue, 9th Floor
Los Angeles, California 90071
Tel: (213) 561-3204

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
Non-accelerated filer

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.

EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES

This Registration Statement is filed by Willdan Group, Inc. (the “*Registrant*”) to register an additional 675,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “*Common Stock*”), issuable pursuant to the Registrant’s Amended and Restated 2008 Performance Incentive Plan (as amended, the “*2008 Plan*”).

The Registrant previously registered shares of its Common Stock for issuance under the 2008 Plan on Registration Statements on Form S-8 filed with the Commission on August 12, 2008 (File No. [333-152951](#)), August 12, 2010 (File No. [333-168787](#)), November 8, 2012 (File No. [333-184823](#)), August 4, 2016 (File No. [333-212907](#)), June 30, 2017 (File No. [333-219133](#)), June 28, 2019 (File No. [333-232438](#)), June 24, 2022 (File No. [333-265833](#)), and June 30, 2023 (File No. [333-273079](#)) (collectively, the “*Registration Statements*”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above except as set forth below.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “*Securities Act*”) and the introductory note to Part I of the Form S-8 instructions. The documents containing information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 29, 2023, filed with the Commission on March 8, 2024 (File No. 001-33076).
 - (b) The Registrant’s Definitive Proxy Statement on [Schedule 14A](#) with respect to the 2024 Annual Meeting of Stockholders held on June 13, 2024, filed with the Commission on April 19, 2024 (File No. 001-33076), but only to the extent incorporated into the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 29, 2023.
 - (c) The Registrant’s Quarterly Report on [Form 10-Q](#) for its fiscal quarter ended March 29, 2024, filed with the Commission on May 3, 2024 (File No. 001-33076).
 - (d) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [February 29, 2024](#), [March 7, 2024](#) (with respect to Item 5.02 only) and [June 14, 2024](#) (each, File No. 001-33076).
 - (e) The description of the Registrant’s Common Stock that is contained in the Registrant’s Registration Statement on Form 8-A, filed on October 11, 2006 (File No. 001-33076) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), as updated by [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 29, 2023, as amended, including any amendment or report filed for the purpose of updating such description.
 - (f) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference
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herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document 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 subsequently filed document that also 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 superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	First Amended and Restated Certificate of Incorporation of Willdan Group, Inc.	S-1	333-136444	3.1	August 9, 2006
4.2	Second Amended and Restated Bylaws of Willdan Group, Inc.	8-K	001-33076	3.1	July 12, 2023
4.3	Description of Willdan Group, Inc.'s Capital Stock.	10-K	001-33076	4.2	March 8, 2024
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of Crowe LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Willdan Group, Inc. Amended and Restated 2008 Performance Incentive Plan	8-K	001-33076	10.1	June 14, 2024
107*	Filing Fee Table				

* Filed herewith.

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 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, 2024.

WILLDAN GROUP, INC.

By: */s/ Creighton K. Early*

Creighton K. Early

Chief Financial Officer and Executive Vice

President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael A. Bieber and Creighton K. Early, and each one of them, 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 their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange 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 connection therewith, 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 any of them, or his or her 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 by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael A. Bieber</u> Michael A. Bieber	President, Chief Executive Officer, and Director (<i>Principal Executive Officer</i>) (<i>Principal Executive Officer</i>)	June 28, 2024
<u>/s/ Creighton K. Early</u> Creighton K. Early	Chief Financial Officer and Executive Vice President (<i>Principal Financial Officer and Principal Accounting Officer</i>)	June 28, 2024
<u>/s/ Thomas D. Brisbin</u> Thomas D. Brisbin	Chairman of the Board and Director	June 28, 2024
<u>/s/ Steven A. Cohen</u> Steven A. Cohen	Director	June 28, 2024
<u>/s/ Cynthia A. Downes</u> Cynthia A. Downes	Director	June 28, 2024
<u>/s/ Dennis V. McGinn</u> Dennis V. McGinn	Director	June 28, 2024
<u>/s/ Wanda K. Reder</u> Wanda K. Reder	Director	June 28, 2024
<u>/s/ Mohammad Shahidehpour</u> Mohammad Shahidehpour	Director	June 28, 2024



Logan Tiari
T: +1 213 561 3207
ltiari@cooley.com

June 28, 2024

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

Re: Willdan Group, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen,

We have acted as counsel to Willdan Group, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 675,000 shares (the "**Shares**") of the Company's common stock, par value \$0.01 per share ("**Common Stock**") issuable pursuant to the Company's Amended and Restated 2008 Performance Incentive Plan (the "**2008 Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the 2008 Plan and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2008 Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 355 S. Grand Ave Suite 900, Los Angeles, CA 90071
Telephone: +1 213 561 3250 • Facsimile: +1 213 561 3244 • Cooley.com



Willdan Group, Inc.

June 28, 2024

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This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Logan Tiari

Logan Tiari

Cooley LLP 355 S. Grand Ave Suite 900, Los Angeles, CA 90071
Telephone: +1 213 561 3250 • Facsimile: +1 213 561 3244 • Cooley.com

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 March 7, 2024 relating to the consolidated financial statements 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 29, 2023.

/s/ Crowe LLP

Los Angeles, California
June 28, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Willdan Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.01 par value per share, reserved for future issuance pursuant to the Registrant's Amended and Restated 2008 Performance Incentive Plan	Other ⁽¹⁾	675,000 ⁽²⁾	\$28.33 ⁽¹⁾	\$19,122,750	0.0001476	\$2,822.52
Total Offering Amounts					\$19,122,750	—	\$2,822.52
Total Fees Previously Paid					—	—	—
Total Fee Offsets					—	—	—
Net Fee Due					—	—	\$2,822.52

- (1) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of \$28.33 per share, which is the average of the high and low selling prices per share of the common stock, par value \$0.01 per share, (the "**Common Stock**") of Willdan Group, Inc. (the "**Registrant**") on June 24, 2024 as reported on the Nasdaq Global Market.
- (2) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's Common Stock, including options and other rights to purchase or acquire the shares of Common Stock, that become issuable under the Registrant's Amended and Restated 2008 Performance Incentive Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's Common Stock, as applicable.
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