

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>Forager Fund, L.P.</u> <hr/> (Last) (First) (Middle) 2025 3RD AVE. N, SUITE 350 <hr/> (Street) BIRMINGHAM AL 35203 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Willdan Group, Inc. [WLDN]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 07/09/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 07/09/2024 | | s | | 188,230 | D | \$29.9345 ⁽¹⁾ | 1,255,765 | D ⁽²⁾ | |
| Common Stock, par value \$0.01 per share | | | | | | | | 11,402 | D ⁽³⁾ | |
| Common Stock, par value \$0.01 per share | | | | | | | | 271 | D ⁽⁴⁾ | |
| Common Stock, par value \$0.01 per share | | | | | | | | 1,775 | I | See footnote ⁽⁵⁾ |

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 or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
Forager Fund, L.P.

 (Last) (First) (Middle)
 2025 3RD AVE. N, SUITE 350

 (Street)
 BIRMINGHAM AL 35203

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Kissel Edward Urban

 (Last) (First) (Middle)
 C/O FORAGER CAPITAL MANAGEMENT, LLC
 2024 3RD AVE. N, SUITE 201

 (Street)
 BIRMINGHAM AL 35203

 (City) (State) (Zip)

| | | |
|--|---------|----------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| MacArthur Robert Symmes | | |
| (Last) | (First) | (Middle) |
| C/O FORAGER CAPITAL MANAGEMENT, LLC | | |
| 2024 3RD AVE. N, SUITE 201 | | |
| (Street) | | |
| BIRMINGHAM | AL | 35203 |
| (City) | (State) | (Zip) |

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 \$29.90 to \$30.06 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
2. The shares reported are directly held by Forager Fund, L.P. (the "Fund"). Each of Messrs. Kissel and MacArthur is a principal of Forager Capital Management, LLC, the general partner of the Fund (the "GP"), and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
3. The shares reported are directly held by Mr. Kissel. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
4. The shares reported are directly held by Mr. MacArthur. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
5. The shares reported are directly held by Mr. Kissel's spouse. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

[Robert MacArthur, managing
member of sole general
partner on behalf of Forager
Fund, L.P.](#) [07/11/2024](#)

[/s/ Edward Kissel](#) [07/11/2024](#)

[/s/ Robert MacArthur](#) [07/11/2024](#)

** 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.