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): August 1, 2024

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)

	the appropriate box below if the Form 8- nt under any of the following provisions	C	ously satisfy the filing obligation of the								
□ Wı	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).										
□ So	Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)										
□ Pro	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR.14d-2(b))										
□ Pro	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))										
Se	curities registered pursuant to Section 12	(b) of the Act:									
	Title of each class	Trading Symbol(s)	Name of each exchange on which registered								
Com	mon Stock, par value \$0.01 per share	WLDN	The Nasdaq Stock Market LLC (Nasdaq Global Market)								
of 1933	by check mark whether the registrant is (17 CFR $\S 230.405$) or Rule 12b-2 of thing growth company \square		as defined in Rule 405 of the Securities Act 34 (17 CFR §240.12b-2).								
period	nerging growth company, indicate by che for complying with any new or revised fi ge Act. □										

Item 2.02 Results of Operations and Financial Condition

Willdan Group, Inc. ("Willdan") issued a press release on August 1, 2024. The press release announced Willdan's financial results for the second quarter ended June 28, 2024. A copy of the press release is attached as Exhibit 99.1 hereto and is hereby incorporated herein by reference in its entirety. The information in this Item 2.02 and the attached Exhibit 99.1 to this Current Report on Form 8-K is being furnished (not filed) pursuant to Item 2.02 of Form 8-K.

Item 9.01	Financial Statements and Exhibits						
(d)	Exhibits.						
Exhibit No.	Document						
99.1	Press Release of Willdan Group, Inc. dated August 1, 2024.						
104	Cover Page Interactive Data File (embedded within the inline XBRL document).						
	2						

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: August 1, 2024 By: /s/ Creighton K. Early

Creighton K. Early

Chief Financial Officer and Executive Vice President

(Principal Financial Officer)



Willdan Group Reports Second Quarter 2024 Results

ANAHEIM, Calif. – **August 1, 2024** – Willdan Group, Inc. ("Willdan") (Nasdaq: WLDN) today reported financial results for its second quarter ended June 28, 2024.

Second Quarter 2024 Highlights*

- Contract revenue of \$141.0 million, up 18.4%.
- Net revenue** of \$72.5 million, up 17.0%.
- Net income of \$4.6 million, up from net income of \$0.4 million.
- Adjusted EBITDA** of \$12.8 million, up 56.2%.
- GAAP Diluted EPS of \$0.33, up from \$0.03.
- Adjusted Diluted EPS** of \$0.55, up from \$0.26.

Recent Notable Wins

- Meta (formerly Facebook) contract to study emissions related to voluntary clean energy procurement
- State of Virginia contract to perform analysis on grid impact from increased energy demand
- City of Paramount, CA contract for solar, storage, and EV charging infrastructure

Executive Management Comments

"We had a strong second quarter, exceeding consensus estimates and our own expectations," said Mike Bieber, Willdan's President and Chief Executive Officer. "The electric load growth macrotrend strengthened over the quarter, fueled by growth in electricity demand at data centers from artificial intelligence. Given the results for the first half of 2024 and the current momentum, we are raising our full year targets for fiscal 2024."

Six Months Year to Date 2024 Highlights*

- Contract revenue of \$263.5 million, up 18.9%.
- Net revenue** of \$141.4 million, up 14.4%.
- Net income of \$7.5 million, up from net income of \$1.3 million.
- Adjusted EBITDA** of \$23.9 million, up 31.9%.
- GAAP Diluted EPS of \$0.54, up from \$0.10.
- Adjusted Diluted EPS** of \$0.95, up from \$0.58.

Fiscal Year 2024 Financial Targets

Willdan is increasing all of its financial targets for fiscal year 2024 and now expects\(\frac{\psi}{2}\):

- Net revenue** between \$280 million and \$290 million.
- Adjusted EBITDA** between \$50 million and \$52 million.
- Adjusted Diluted EPS** between \$2.00 per share and \$2.10 per share.

Assumes 14.2 million diluted shares, 14% effective tax rate, and no future acquisitions.

Second Quarter 2024 Conference Call

Willdan will be hosting a conference call to discuss its second quarter financial results today, at 5:30 p.m. Eastern/2:30 p.m. Pacific. To access the call, listeners should dial 877-407-2988 (or 201-389-0923). The conference call will be webcast simultaneously on Willdan's website at https://edge.media-server.com/mmc/p/j8fw5j5u/.

A replay of the conference call will be available through Willdan's website at https://ir.willdangroup.com/events-presentations.

About Willdan Group, Inc.

Willdan is a nationwide provider of professional, technical and consulting services to utilities, government agencies, and private industry. Willdan's service offerings span a broad set of complementary disciplines that include electric grid solutions, energy efficiency and sustainability, engineering and planning, and municipal financial consulting. For additional information, visit Willdan's website at www.willdan.com.

Use of Non-GAAP Financial Measures

"Net Revenue," defined as contract revenue as reported in accordance with U.S. generally accepted accounting principles ("GAAP") minus subcontractor services and other direct costs, is a non-GAAP financial measure. Net Revenue is a supplemental measure that Willdan believes enhances investors' ability to analyze Willdan's business trends and performance because it substantially measures the work performed by Willdan's employees. In the course of providing services, Willdan routinely subcontracts various services. Generally, these subcontractor services and other direct costs are passed through to Willdan's clients and, in accordance with GAAP and industry practice, are included in Willdan's revenue when it is Willdan's contractual responsibility to procure or manage such subcontracted activities. Because subcontractor services and other direct costs can vary significantly from project to project and period to period, changes in revenue may not necessarily be indicative of Willdan's business trends. Accordingly, Willdan segregates subcontractor services and other direct costs from revenue to promote a better understanding of Willdan's business by evaluating revenue exclusive of subcontract services and other direct costs associated with external service providers. A reconciliation of Willdan's contract revenue as reported in accordance with GAAP to Net Revenue is provided at the end of this press release. A reconciliation of targeted contract revenue for fiscal year 2024 as reported in accordance with GAAP to targeted Net Revenues for fiscal year 2024, which is a forward-looking non-GAAP financial measure, is not provided because Willdan is unable to provide such reconciliation without unreasonable effort. The inability to provide a reconciliation is due to the uncertainty and inherent difficulty of predicting the subcontractor services and other director costs that are subtracted from contract revenues in order to derive Net Revenues. While subcontractor costs have increased recently, subcontractor costs can vary significantly from period to period. Subcontractor costs and other direct costs were 48.6% and 47.1% of contract revenue for the quarter ended June 28, 2024 and fiscal year 2023, respectively, and 48.0% and 47.2% for the quarter ended June 30, 2023 and fiscal year 2022, respectively.

"Adjusted EBITDA," defined as net income plus interest expense, income tax expense, stock-based compensation, interest accretion, depreciation and amortization, and gain on sale of equipment, is a non-GAAP financial measure.

^{*}As compared to the same period of fiscal 2023.

^{**}See "Use of Non-GAAP Financial Measures" below.

^{*}These updated financial targets supersede any previously disclosed financial targets and investors should not rely on any previously disclosed financial targets, and do not include any uncompleted or future acquisitions.

Adjusted EBITDA is a supplemental measure used by Willdan's management to measure Willdan's operating performance. Willdan believes Adjusted EBITDA is useful because it allows Willdan's management to evaluate its operating performance and compare the results of its operations from period to period and against its peers without regard to its financing methods, capital structure and non-operating expenses. Willdan uses Adjusted EBITDA to evaluate its performance for, among other things, budgeting, forecasting and incentive compensation purposes.

Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing a company's financial performance, such as a company's costs of capital and stock-based compensation, as well as the historical costs of depreciable assets. A reconciliation of net income as reported in accordance with GAAP to Adjusted EBITDA is provided at the end of this press release. A reconciliation of targeted net income for fiscal year 2024 as reported in accordance with GAAP to Adjusted EBITDA for fiscal year 2024, which is a forward-looking non-GAAP financial measure, is not provided because Willdan is unable to provide such reconciliation without unreasonable effort. The inability to provide a reconciliation is due to the uncertainty and inherent difficulty of predicting the interest expense, income tax expense, stock-based compensation, interest accretion, depreciation and amortization, and gain on sale of equipment that are subtracted from net income in order to derive Adjusted EBITDA.

"Adjusted Net Income," defined as net income plus stock-based compensation, intangible amortization, interest accretion, refinancing costs, and tax benefit distribution, each net of tax, is a non-GAAP financial measure.

"Adjusted Diluted EPS," defined as net income plus stock-based compensation, intangible amortization, interest accretion, refinancing costs, and tax benefit distribution, each net of tax, all divided by the diluted weighted-average shares outstanding, is a non-GAAP financial measure. Adjusted Net Income and Adjusted Diluted EPS are supplemental measures used by Willdan's management to measure its operating performance. Willdan believes Adjusted Net Income and Adjusted Diluted EPS are useful because they allow Willdan's management to more closely evaluate and explain the operating results of Willdan's business by removing certain non-operating expenses.

Reconciliations of net income as reported in accordance with GAAP to Adjusted Net Income and diluted EPS as reported in accordance with GAAP to Adjusted Diluted EPS are provided at the end of this press release. Reconciliations of targeted net income as reported in accordance with GAAP to targeted Adjusted Net Income for fiscal year 2024, which is a forward-looking non-GAAP financial measure, and targeted diluted EPS as reported in accordance with GAAP to targeted Adjusted Diluted EPS for fiscal year 2024, which is a forward-looking non-GAAP financial measure, are not provided because Willdan is unable to provide such reconciliations without unreasonable effort. The inability to provide such reconciliations is due to the uncertainty and inherent difficulty of predicting the stock-based compensation, intangible amortization, and interest accretion, each net of tax, that are subtracted from net income and diluted EPS in order to derive Adjusted Net Income and Adjusted Diluted EPS, respectively.

Willdan's definitions of Net Revenue, Adjusted EBITDA, Adjusted Net Income and Adjusted Diluted EPS have limitations as analytical tools and may differ from other companies reporting similarly named measures or from similarly named measures Willdan has reported in prior periods. These measures should be considered in addition to, and not as a substitute for, or superior to, other measures of financial performance prepared in accordance with GAAP, such as contract revenue, net income and diluted EPS.

Forward Looking Statements

Statements in this press release that are not purely historical, including statements regarding Willdan's intentions, hopes, beliefs, expectations, representations, projections, estimates, assumptions, aims, plans or predictions of the future are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including statements regarding financial targets for fiscal year 2024. All statements other than statements of historical fact included in this press release are forward-looking statements. It is important to note that Willdan's actual results could differ materially from those in any such forward-looking statements. Important factors that could cause actual results to differ materially from its expectations include, but are not limited to, Willdan's ability to adequately complete projects in a timely manner, Willdan's ability to compete successfully in the highly competitive energy services market, Willdan's reliance on work from its top ten clients; changes in state, local and regional economies and government budgets; Willdan's ability to win new contracts, to renew existing contracts and to compete effectively for contracts awarded through bidding processes; Willdan's ability to make principal and interest payments on its outstanding debt as they come due and to comply with financial covenants contained in its debt agreements; Willdan's ability to manage

supply chain constraints, labor shortages, rising interest rates, and rising inflation; Willdan's ability to obtain financing and to refinance its outstanding debt as it matures; Willdan's ability to successfully integrate its acquisitions and execute on its growth strategy; and Willdan's ability to attract and retain managerial, technical, and administrative talent.

All written and oral forward-looking statements attributable to Willdan, or persons acting on its behalf, are expressly qualified in their entirety by the cautionary statements and risk factors disclosed from time to time in Willdan's reports filed with the Securities and Exchange Commission, including, but not limited to, the Annual Report on Form 10-K filed for the year ended December 29, 2023, as such disclosures may be amended, supplemented or superseded from time to time by other reports Willdan files with the Securities and Exchange Commission, including subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. Willdan cautions investors not to place undue reliance on the forward-looking statements contained in this press release. Willdan disclaims any obligation to, and does not undertake to, update or revise any forward-looking statements in this press release unless required by law.

WILLDAN GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands, except par value)

		June 28, 2024		December 29, 2023	
Assets					
Current assets:					
Cash and cash equivalents	\$	44,267	\$	23,397	
Restricted cash		_		_	
Accounts receivable, net of allowance for doubtful accounts of \$898 and \$866 at June 28,					
2024 and December 29, 2023, respectively		61,985		69,677	
Contract assets		87,872		93,885	
Other receivables		218		1,169	
Prepaid expenses and other current assets		6,108		3,888	
Total current assets		200,450		192,016	
Equipment and leasehold improvements, net		28,228		27,097	
Goodwill		131,144		131,144	
Right-of-use assets		15,338		12,465	
Other intangible assets, net		28,279		31,956	
Other assets		2,978		4,949	
Deferred income taxes, net		14,872	_	15,961	
Total assets	\$	421,289	\$	415,588	
Liabilities and Stockholders' Equity					
Current liabilities:	_				
Accounts payable	\$	31,917	\$	33,193	
Accrued liabilities		45,305		54,129	
Contract liabilities		17,464		13,183	
Notes payable		9,530		8,452	
Finance lease obligations		1,096		1,186	
Lease liability		5,515		4,537	
Total current liabilities		110,827		114,680	
Notes payable, less current portion		84,164		88,979	
Finance lease obligations, less current portion		1,132		1,184	
Lease liability, less current portion		11,604		9,758	
Other noncurrent liabilities		557		1,142	
Total liabilities		208,284		215,743	
Commitments and contingencies					
Charlif ald and a maile in					
Stockholders' equity: Preferred stock, \$0.01 par value, 10,000 shares authorized, no shares issued and					
outstanding		_		_	
Common stock, \$0.01 par value, 40,000 shares authorized; 13,916 and 13,682 shares issued and outstanding at June 28, 2024 and December 29, 2023, respectively		139		137	
Additional paid-in capital		190,882		185,795	
Accumulated other comprehensive loss		(129)		(664)	
Retained earnings		22,113		14,577	
Total stockholders' equity		213,005		199,845	
		421.289	\$	415,588	

WILLDAN GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands, except per share amounts)

	Three Moi	nths Ended	Six Months Ended			
	June 28, June 30,		June 28,	June 30,		
	2024	2023	2024	2023		
Contract revenue	\$ 140,996	\$ 119,077	\$ 263,485	\$ 221,680		
Direct costs of contract revenue (inclusive of directly related						
depreciation and amortization):						
Salaries and wages	23,647	21,302	45,159	41,712		
Subcontractor services and other direct costs	68,545	57,142	122,104	98,054		
Total direct costs of contract revenue	92,192	78,444	167,263	139,766		
	,	,	,			
Gross profit	48,804	40,633	96,222	81,914		
r						
General and administrative expenses:						
Salaries and wages, payroll taxes and employee benefits	26,064	22,416	52,573	44,801		
Facilities and facility related	2,405	2,619	4,850	4,897		
Stock-based compensation	1,945	1,287	3,335	2,820		
Depreciation and amortization	3,629	4,128	7,221	8,328		
Other	8,313	7,709	16,434	14,580		
Total general and administrative expenses	42,356	38,159	84,413	75,426		
Income (Loss) from operations	6,448	2,474	11,809	6,488		
Other income (expense):						
Interest expense, net	(1,960)	(2,207)	(4,097)	(4,673)		
Other, net	826	373	1,530	513		
Total other expense, net	(1,134)	(1,834)	(2,567)	(4,160)		
Income (Loss) before income taxes	5,314	640	9,242	2,328		
Income tax (benefit) expense	720	243	1,706	999		
Net income (loss)	4,594	397	7,536	1,329		
Net income (1055)	1,371		7,330	1,327		
Other comprehensive income (loss):						
Unrealized gain (loss) on derivative contracts, net of tax	101	_	535	_		
Comprehensive income (loss)	\$ 4,695	\$ 397	\$ 8,071	\$ 1,329		
comprehensive income (1888)	<u> </u>		Ψ 0,071	<u> </u>		
Earnings (Loss) per share:						
Basic	\$ 0.33	\$ 0.03	\$ 0.55	\$ 0.10		
Diluted	\$ 0.33	\$ 0.03	\$ 0.54	\$ 0.10		
Diluted	ψ 0.55	<u> </u>	Ψ 0.54	ψ 0.10		
Weighted-average shares outstanding:						
Basic	13,725	13,344	13,665	13,305		
Diluted	14,074	13,487	14,001	13,481		
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WILLDAN GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

	Six Months En			ıded
	J	une 28, 2024	June 30, 2023	
Cash flows from operating activities:				
Net income (loss)	\$	7,536	\$	1,329
Adjustments to reconcile net income (loss) to net cash provided by (used in)				
operating activities:				
Depreciation and amortization		7,221		8,328
Other non-cash items		185		162
Deferred income taxes, net		1,089		851
(Gain) loss on sale/disposal of equipment		(17)		(50)
Provision for doubtful accounts		144		146
Stock-based compensation		3,335		2,820
Changes in operating assets and liabilities, net of effects from business				
acquisitions:		7.540		7.404
Accounts receivable		7,548		5,484
Contract assets		6,013		3,760
Other receivables		951		1,921
Prepaid expenses and other current assets		(2,220)		1,055
Other assets		1,971		(4,987)
Accounts payable		(1,276)		6,322
Accrued liabilities		(8,874)		(11,477)
Contract liabilities		4,281		2,365
Right-of-use assets		(49)		880
Net cash (used in) provided by operating activities		27,838		18,909
Cash flows from investing activities:		(4.105)		(5.7(0)
Purchase of equipment, software, and leasehold improvements		(4,125)		(5,762)
Proceeds from sale of equipment		23		55
Net cash (used in) provided by investing activities		(4,102)		(5,707)
Cash flows from financing activities:				(4.000)
Payments on contingent consideration		_		(4,000)
Payment on restricted cash		(150)		(10,679)
Payments on notes payable		(172)		(971)
Borrowings under term loan facility and line of credit		(2.750)		5,000
Repayments under term loan facility and line of credit		(3,750)		(9,000)
Principal payments on finance leases		(698)		(599)
Proceeds from stock option exercise		1,137		1 202
Proceeds from sales of common stock under employee stock purchase plan		1,402		1,392
Cash used to pay taxes on stock grants		(785)		(188)
Net cash (used in) provided by financing activities		(2,866)		(19,038)
Net increase (decrease) in cash, cash equivalents and restricted cash		20,870		(5,836)
Cash, cash equivalents and restricted cash at beginning of period		23,397	_	19,485
Cash, cash equivalents and restricted cash at end of period	\$	44,267	\$	13,649
Supplemental disclosures of cash flow information:				
Cash paid (received) during the period for:				
Interest	\$	3,983	\$	4,464
Income taxes		551		(1,696)
Supplemental disclosures of noncash investing and financing activities:				
Equipment acquired under finance leases		556		278

Willdan Group, Inc. and Subsidiaries Reconciliation of GAAP Revenue to Net Revenue (in thousands)

(Non-GAAP Measure)

	Three Months Ended					Six Months Ended				
		June 28, 2024		June 30, 2023		June 28, 2024	June 30, 2023			
Consolidated										
Contract revenue	\$	140,996	\$	119,077	\$	263,485	\$	221,680		
Subcontractor services and other direct costs	et costs 68,54		57,142			122,104		98,054		
Net Revenue	\$	\$ 72,451		61,935	\$	\$ 141,381		123,626		
Energy segment										
Contract revenue	\$	117,852	\$	98,015	\$	218,598	\$	181,300		
Subcontractor services and other direct costs		67,556		56,102		120,210		96,180		
Net Revenue	\$	50,296	\$	41,913	\$	98,388	\$	85,120		
Engineering and Consulting segment										
Contract revenue	\$	23,144	\$	21,062	\$	44,887	\$	40,380		
Subcontractor services and other direct costs		989		1,040		1,894		1,874		
Net Revenue	\$	22,155	\$	\$ 20,022		42,993	\$	38,506		

Willdan Group, Inc. and Subsidiaries Reconciliation of GAAP Net Income to Adjusted EBITDA (in thousands)

(Non-GAAP Measure)

	Three Months Ended					Six Months Ended				
	June 28, 2024			June 30, 2023		June 28, 2024	June 30, 2023			
Net income (loss)	\$	4,594	\$	397	\$	7,536	\$	1,329		
Interest expense		1,960		2,207		4,097		4,673		
Income tax expense (benefit)		720		243		1,706		999		
Stock-based compensation		1,945		1,287		3,335		2,820		
Depreciation and amortization		3,629		4,128		7,221		8,328		
(Gain) Loss on sale of equipment		(4)		(40)		(17)		(50)		
Adjusted EBITDA	\$	12,844	\$	8,222	\$	23,878	\$	18,099		

Willdan Group, Inc. and Subsidiaries Reconciliation of GAAP Net Income to Adjusted Net Income and Adjusted Diluted EPS (in thousands, except per share amounts)

(Non-GAAP Measure)

	Three Months Ended			Six Months Ended					
Net income (loss)		June 28, 2024		June 30, 2023		June 28, 2024		June 30, 2023	
		4,594	\$	397	\$	7,536	\$	1,329	
Adjustment for stock-based compensation		1,945		1,287		3,335		2,820	
Tax effect of stock-based compensation		(344)		(260)		(590)		(571)	
Adjustment for intangible amortization		1,805		2,624		3,676		5,248	
Tax effect of intangible amortization		(319)		(531)		(650)		(1,062)	
Adjusted Net Income (Loss)	\$	7,681	\$	3,517	\$	13,307	\$	7,764	
Diluted weighted-average shares outstanding	<u> </u>	14,074	<u> </u>	13,487	<u> </u>	14,001	_	13,481	
Diluted earnings (loss) per share	\$	0.33	\$	0.03	\$	0.54	\$	0.10	
Impact of adjustment:									
Stock-based compensation per share		0.14		0.09		0.24		0.21	
Tax effect of stock-based compensation per									
share		(0.03)		(0.02)		(0.04)		(0.04)	
Intangible amortization per share		0.13		0.19		0.26		0.39	
Tax effect of intangible amortization per share		(0.02)		(0.03)		(0.05)		(0.08)	
Adjusted Diluted EPS	\$	0.55	\$	0.26	\$	0.95	\$	0.58	

Contact:

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