

**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): **February 6, 2007**

---

**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 (see General Instruction A.2 below):

- 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.**

Effective February 8, 2007, Win Westfall, President, Chief Executive Officer and Chairman of the Board of Directors of Willdan Group, Inc. (the "Company"), has resigned from his position as President and Chief Executive Officer of the Company. Mr. Westfall will continue in his position as Chairman. Beginning February 8, 2007, Tracy Lenocker, who was a member of the board of directors of the Company, will serve as interim Chief Executive Officer and President of the Company until a successor has been appointed by the board of directors. Effective February 8, 2007, Mr. Lenocker will resign from his positions as a member of the Company's board of directors and audit committee and as chairman of the compensation committee and nominating and corporate governance committee. Richard Kopecky, Senior Vice President of the Company and President and Chief Executive Officer of Willdan, a subsidiary of the Company ("Willdan"), has been terminated from these positions, effective February 6, 2007, and will remain with the Company in a new role at Public Agency Resources, another subsidiary of the Company. Mr. Westfall will serve as the interim President and Chief Executive Officer of Willdan as of February 8, 2007 until a successor has been appointed.

Win Westfall, 73, served as the President, Chief Executive Officer and Chairman of the Company since May 2006 and has been a member of the board of directors since 2001. Mr. Westfall was Senior Vice President of Corporate Relations from January 2004 to May 2006, and was a regional manager in northern California from 1998 through January 2004. Mr. Westfall has over 35 years experience as a line manager for consulting engineering firms, and has served as city engineer for seven California cities. Mr. Westfall received his B.S. in Civil Engineering from the University of Southern California in 1962, and a M.B.A. from Pepperdine University in 1980. Mr. Westfall is a fellow of The Society of American Military Engineers and has been active in numerous other professional associations. During 1997, he served as the National President of The American Public Works Association, the first private consultant to hold this position. Mr. Westfall has served on and chaired national committees for the American Council of Engineering Companies, and in 2004 was made an Honorary CLOD (past president) of the County Engineers Association of California, the first private consultant to be accorded this honor, as well. He is a registered civil engineer in California, Hawaii, Idaho, Nevada and Washington.

Tracy Lenocker, 61, has served as a member of the board of directors of the Company periodically since the 1980's and continuously since 1997. Mr. Lenocker has also served on the Company's audit committee and as chairman of both the compensation committee and nominating and corporate governance committee since November 2006. Mr. Lenocker is currently the President and majority owner of Civilsoft which provides civil engineering and geographic information systems, or GIS, software worldwide. He also founded Lenocker & Associates in 1995 which provides GIS services to public

agencies. He has worked in both the public and private engineering sectors in California and Florida. Mr. Lenocker was a part-time instructor in civil engineering at California State University, Long Beach from 1980 to 1991. He is a past chairman of the American Society of Civil Engineers, or ASCE, Committee on Computer Practices and received the national ASCE award in Computing in Civil Engineering. Mr. Lenocker received a B.S. in Civil Engineering in 1975 from the University of Florida, and a M.S. in Civil Engineering from California State University, Long Beach in 1980. Mr. Lenocker is a registered civil engineer in California.

---

Mr. Lenocker will not be paid any compensation for his role as interim Chief Executive Officer and President of the Company.

Since 2001, the Company has had an agreement to receive sub-consultant services from Lenocker & Associates. Tracy Lenocker is the former president, principal and majority owner of Lenocker & Associates. During fiscal years 2004 and 2005, we paid to Lenocker & Associates \$43,195 and \$67,817, respectively. We paid \$23,430 to Lenocker & Associates from the beginning of fiscal year 2006 to July 1, 2006, the date at which Mr. Lenocker was no longer affiliated with Lenocker & Associates.

Prior to the Company's initial public offering in 2006, the Company entered into a Tax Agreement Relating to S Corporation Distributions with each of its stockholders, including Messrs. Westfall, Kopecky and Lenocker. Pursuant to these agreements, the Company has agreed to indemnify, defend and hold harmless each stockholder on an after-tax basis against additional income taxes, plus interest and penalties resulting from adjustments made, as a result of a final determination made by a competent tax authority, to the taxable income the Company reported as an S Corporation. Such indemnification will also include any losses, costs or expenses, including reasonable attorney's fees, arising out of a claim for such tax liability.

**Item 7.01. Regulation FD Disclosure.**

The Company issued a press release dated February 9, 2007. The press release announced the resignation of Win Westfall as President and Chief Executive Officer of the Company and the termination of Richard Kopecky as Senior Vice President of the Company and President and Chief Executive Officer of Willdan, along with the appointments of Tracy Lenocker as interim President and Chief Executive Officer of the Company and Win Westfall as interim President and Chief Executive Officer of Willdan. 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.

99.1 Press Release dated February 9, 2007

---

**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: February 9, 2007

By: /s/Mallory McCamant  
Mallory McCamant  
Chief Financial Officer

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release dated February 9, 2007



Willdan Group, Inc. Announces Management Transitions

**ANAHEIM, Calif., February 9, 2007 – Willdan Group, Inc. (NASDAQ: WLDN)**, a leading provider of outsourced services to small and mid-sized public agencies, today announced the following management changes:

- Win Westfall, 73, will retire as Chief Executive Officer and President of Willdan Group, Inc., effective February 8, 2007. Mr. Westfall will continue in an active role with the company as its Chairman of the Board of Directors.
- W. Tracy Lenocker, 61, was appointed as Interim Chief Executive Officer. Mr. Lenocker was a member of the company's Board of Directors. The Board has retained the executive search firm of Morgan Samuels to conduct a search for the position of Chief Executive Officer and is actively interviewing candidates. Mr. Lenocker resigned from the Board in connection with his appointment as Interim Chief Executive Officer.
- Richard Kopecky, 66, has stepped down as President and Chief Executive Officer of the Company's wholly owned subsidiary, Willdan, and Senior Vice President of Willdan Group, Inc. The Board intends to elevate one of several internal candidates to the position of President and CEO of the Willdan subsidiary as soon as practicable. Mr. Westfall will serve as Interim Chief Executive Officer of Willdan while a successor to Mr. Kopecky is being selected. Mr. Kopecky will remain in the organization in an active project management role.

"The Board is committed to an orderly transition of Willdan Group's executive and Board leadership and is particularly focused on ensuring that the business continues without interruption," said Win Westfall, Chairman of the Board. "It has been an honor to serve as CEO of Willdan Group during this important time in our corporate development. I look forward to the opportunity to continue to be a part of the leadership of WGI as Chairman of the Board. On behalf of the Board, I would also like to thank Richard Kopecky for the many contributions he has made to Willdan over his long tenure with the Company."

Mr. Lenocker served as a member of the Board of Directors periodically since the 1980's and continuously since 1997. He is currently the President and principal of Civilsoft

which provides civil engineering and geographic information systems (GIS) worldwide. He also founded Lenocker & Associates in 1995, which provides GIS services to public agencies. He has worked in both the public and private engineering sectors and is a registered civil engineer in California.

#### About Willdan Group, Inc.

Founded over 40 years ago, Willdan Group, Inc. is a leading provider of outsourced services to small and mid-sized public agencies located primarily in California and other western states. Willdan Group assists cities and other government agencies with a broad range of services, including civil engineering, building and safety services, geotechnical engineering, financial and economic consulting, and disaster preparedness and homeland security. For more information, please visit [www.willdangroup.com](http://www.willdangroup.com).

#### Forward-Looking Statements

*This news announcement contains certain forward-looking statements within the meaning of the U.S. securities laws. Statements in this press release that 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. The Company's actual results and performance could differ materially from those anticipated in any such forward-looking statements. These statements are based upon current expectations and involve certain risks and uncertainties, including the ability to hire additional personnel, a downturn in public and private sector construction activity in California and other western states, changes in the local and regional economies of California, reductions in state and local government budgets and Willdan Group's ability to grow and expand. The Company's business could be affected by a number of additional factors, including the risk factors listed from time to time in the Company's SEC reports, including, but not limited to, the Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on November 3, 2006. 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.*

#### Contacts:

Mallory McCamant  
Chief Financial Officer  
Tel: 714-940-6327  
[mallory@willdangroup.com](mailto:mallory@willdangroup.com)

Moira Conlon  
The Abernathy MacGregor Group Inc.  
Tel: 213-630-6550  
[MHC@abmac.com](mailto:MHC@abmac.com)