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 3, 2023

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:											
	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))											
	Securities registered pursuant to Section 2	12(b) of the Act:										
	Title of each class	Trading Symbol(s)	Name of each exchange on which registered									
(Common Stock, par value \$0.01 per share	WLDN	The Nasdaq Stock Market LLC (Nasdaq Global Market)									
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 13(a) of the Exchange Act.												

Item 2.02 Results of Operations and Financial Condition

Willdan Group, Inc. ("Willdan") issued a press release on August 3, 2023. The press release announced Willdan's financial results for the second quarter ended June 30, 2023. 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 3, 2023.
104	Cover Page Interactive Data File (embedded within the inline XBRL document).
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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 3, 2023 By: /s/ Creighton K. Early

Creighton K. Early Chief Financial Officer (Principal Financial Officer)



Willdan Group Reports Second Quarter 2023 Results

ANAHEIM, Calif. – **August 3, 2023** – Willdan Group, Inc. ("Willdan") (Nasdaq: WLDN) today reported financial results for its second quarter ended June 30, 2023.

"Our second-quarter performance was strong, continuing the momentum that we started last year", said Tom Brisbin, Willdan's Chairman and Chief Executive Officer. "This strength came from all areas of our business resulting in improved profitability. Consolidated contract revenue grew 16% while net revenue grew 17%. Cash generated from operations in the first half of this year has positioned the Company to restart our acquisition program. Today we are raising our full-year guidance for all financial targets."

Second Quarter 2023 Highlights*

- Consolidated contract revenue of \$119.1 million, up 16.0%.
- Net revenue** of \$61.9 million, up 17.1%.
- Net income of \$0.4 million, a 109.2% improvement.
- Adjusted EBITDA** of \$8.2 million, up 603.3%.
- GAAP EPS of \$0.03, a 109.1% improvement.
- Adjusted Diluted EPS** of \$0.26, up from \$(0.06).

Six Months Year to Date 2023 Highlights*

- Consolidated contract revenue of \$221.7 million, up 14.0%.
- Net revenue** of \$123.6 million, up 20.0%.
- Net income of \$1.3 million, a 116.4% improvement.
- Adjusted EBITDA** of \$18.1 million, up 414.8%.
- GAAP EPS of \$0.10, a 115.9% improvement.
- Adjusted Diluted EPS** of \$0.58, up from \$0.02.

Fiscal Year 2023 Financial Targets[¥]

- Net revenue** growth between 9% and 10%.
- Adjusted Diluted EPS** between \$1.30 per share and \$1.35 per share.
- Adjusted EBITDA** between \$38 million and \$40 million.

^{*}As compared to the same period of fiscal 2022.

^{**}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.

Second Quarter 2023 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 866-682-6100 (or 862-298-0702) approximately five minutes prior to the scheduled start time. The conference call will be webcast simultaneously on Willdan's website at https://edge.media-server.com/mmc/p/f7fqt2c5.

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

An Investor Report containing supplemental financial information can also be accessed through Willdan's website at https://ir.willdangroup.com and selecting "Stock Information".

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 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 U.S. generally accepted accounting principles ("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 the full fiscal year 2023 as reported in accordance with GAAP to targeted Net Revenues for fiscal year 2023, 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 48.0% and 47.2% of contract revenue for the quarter ended June 30, 2023 and fiscal year 2022, respectively, and 48.5% and 43.0% for the quarter ended July 1, 2022 and fiscal year 2021, 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. 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 the full fiscal year 2023 as reported in accordance with GAAP to Adjusted EBITDA for fiscal year 2023, 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, and interest accretion, each net of tax, is a non-GAAP financial measure.

"Adjusted Diluted EPS," defined as net income plus stock-based compensation, intangible amortization, and interest accretion, 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 the full fiscal year 2023, 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 the full fiscal year 2023, 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, 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 Willdan's ability to capitalize on increased energy efficiency spending in large markets and expected benefits from its acquisitions and the impact of Covid-19 on Willdan's business. 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; Willdan's ability to attract and retain managerial, technical, and administrative talent and the extent to which the Covid-19 pandemic and measures taken to contain its spread ultimately impact Willdan's business, results of operation and financial

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 30, 2022, 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 30, 2023		De	cember 30, 2022
Assets				
Current assets:				
Cash and cash equivalents	\$	13,649	\$	8,806
Restricted cash				10,679
Accounts receivable, net of allowance for doubtful accounts of \$373 and \$640 at June 30,				
2023 and December 30, 2022, respectively		54,572		60,202
Contract assets		79,300		83,060
Other receivables		2,852		4,773
Prepaid expenses and other current assets		5,399		6,454
Total current assets		155,772		173,974
Equipment and leasehold improvements, net		25,494		22,537
Goodwill		130,124		130,124
Right-of-use assets		13,894		12,390
Other intangible assets, net		36,237		41,486
Other assets		15,607		10,620
Deferred income taxes, net		17,692		18,543
Total assets	\$	394,820	\$	409,674
	Ψ	334,020	Ψ	403,074
Liabilities and Stockholders' Equity				
Current liabilities:	ф	25.455	ф	20.022
Accounts payable	\$	35,155	\$	28,833
Accrued liabilities		36,954		59,110
Contingent consideration payable				4,000
Contract liabilities		14,950		12,585
Notes payable		102,619		16,903
Finance lease obligations		1,143		1,113
Lease liability		4,877		4,625
Total current liabilities		195,698		127,169
Notes payable		19		90,544
Finance lease obligations, less current portion		1,251		1,601
Lease liability, less current portion		10,731		8,599
Other noncurrent liabilities		259		259
Total liabilities		207,958		228,172
Commitments and contingencies				
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; 13,504 and 13,296 shares				
issued and outstanding at June 30, 2023 and December 30, 2022, respectively		135		133
Additional paid-in capital		181,747		177,718
Accumulated other comprehensive loss				, <u> </u>
Retained earnings		4,980		3,651
Total stockholders' equity		186,862		181,502
1 0	\$	394,820	\$	409,674
Total liabilities and stockholders' equity	Ψ	557,020	Ψ	700,07 7

WILLDAN GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (in thousands, except per share amounts)

	Three Months Ended				Six Mont	ded		
	June 30, 2023		, ,		June 30, 2023		_	July 1, 2022
Contract revenue	\$ 1	19,077	\$	102,645	\$	221,680	\$	194,483
Direct costs of contract revenue (inclusive of directly related								
depreciation and amortization):								
Salaries and wages		21,302		21,284		41,712		40,094
Subcontractor services and other direct costs		57,142		49,771		98,054		91,439
Total direct costs of contract revenue		78,444	_	71,055		139,766	Ξ	131,533
General and administrative expenses:								
Salaries and wages, payroll taxes and employee benefits		22,416		20,439		44,801		39,796
Facilities and facility related		2,619		2,373		4,897		4,771
Stock-based compensation		1,287		1,714		2,820		5,019
Depreciation and amortization		4,128		4,426		8,328		8,835
Other		7,709		7,936		14,580		15,435
Total general and administrative expenses		38,159		36,888		75,426		73,856
Income (Loss) from operations		2,474		(5,298)		6,488		(10,906)
Other income (expense):								
Interest expense, net		(2,207)		(1,030)		(4,673)		(1,781)
Other, net		373		329		513		526
Total other expense, net		(1,834)		(701)		(4,160)	_	(1,255)
Income (Loss) before income taxes		640		(5,999)		2,328		(12,161)
Income tax (benefit) expense		243		(1,673)		999		(4,062)
Net income (loss)		397		(4,326)		1,329	_	(8,099)
Other comprehensive income (loss):								20
Unrealized gain (loss) on derivative contracts, net of tax	œ.	207	ф.	(4.226)	ф	1 220	d.	38
Comprehensive income (loss)	\$	397	\$	(4,326)	\$	1,329	\$	(8,061)
Earnings (Loss) per share:								
Basic	\$	0.03	\$	(0.33)	\$	0.10	\$	(0.63)
Diluted	\$	0.03	\$	(0.33)	\$	0.10	\$	(0.63)
Weighted-average shares outstanding:								
Basic		13,344		13,016		13,305		12,901
Diluted		13,487		13,016		13,481		12,901

WILLDAN GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

	Six Months Ended			d		
		June 30,		July 1,		
Cash flows from operating activities:		2023		2022		
Net income (loss)	\$	1,329	s	(8,099)		
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:	J	1,323	Ψ	(0,033)		
Depreciation and amortization		8,328		8,835		
Deferred income taxes, net		851		(2,842)		
(Gain) loss on sale/disposal of equipment		(50)		(69)		
Provision for doubtful accounts		146		107		
Stock-based compensation		2.820		5,019		
Accretion and fair value adjustments of contingent consideration		2,020		111		
Changes in operating assets and liabilities, net of effects from business acquisitions:		_		111		
Accounts receivable		5,484		6,803		
Contract assets		3,760		(1,889)		
Other receivables		1,921		(1,005)		
Prepaid expenses and other current assets		1,217		225		
Other assets		(4,987)		(48)		
Accounts payable		6,322		(8,859)		
Accrued liabilities		(11,477)		(648)		
Contract liabilities		2,365		(2,089)		
Right-of-use assets		880		(162)		
Net cash (used in) provided by operating activities		18,909		(3,569)		
Cash flows from investing activities:						
Purchase of equipment, software, and leasehold improvements		(5,762)		(4,344)		
Proceeds from sale of equipment		55		73		
Net cash (used in) provided by investing activities		(5,707)		(4,271)		
Cash flows from financing activities:						
Payments on contingent consideration		(4,000)		(10,206)		
Payment on restricted cash		(10,679)				
Payments on notes payable		(971)		(1,051)		
Borrowings under term loan facility and line of credit		5,000		20,000		
Repayments under term loan facility and line of credit		(9,000)		(6,500)		
Principal payments on finance leases		(599)		(444)		
Proceeds from stock option exercise		7		23		
Proceeds from sales of common stock under employee stock purchase plan		1,392		1,561		
Cash used to pay taxes on stock grants		(188)		(953)		
Net cash (used in) provided by financing activities		(19,038)		2,430		
Net increase (decrease) in cash, cash equivalents and restricted cash						
		(5,836)		(5,410)		
Cash, cash equivalents and restricted cash at beginning of period	.	19,485		11,221		
Cash, cash equivalents and restricted cash at end of period	\$	13,649	\$	5,811		
Supplemental disclosures of cash flow information:						
Cash paid (received) during the period for:						
Interest	\$	4,464	\$	1,584		
Income taxes		(1,696)		474		
Supplemental disclosures of noncash investing and financing activities:						

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

(Non-GAAP Measure)

	Three Months Ended					Six Months Ended			
	June 30, 2023		, ,			June 30, 2023		July 1, 2022	
Consolidated									
Contract revenue	\$	119,077	\$	102,645	\$	221,680	\$	194,483	
Subcontractor services and other direct costs		57,142		49,771		98,054		91,439	
Net Revenue	\$	61,935	\$	52,874	\$	123,626	\$	103,044	
Enougy cogniest									
Energy segment									
Contract revenue	\$	98,015	\$	84,675	\$	181,300	\$	159,561	
Subcontractor services and other direct costs		56,102		49,040		96,180		89,888	
Net Revenue	\$	41,913	\$	35,635	\$	85,120	\$	69,673	
Engineering and Consulting segment									
	ф	21.002	φ	17.070	ď	40.200	φ	24.022	
Contract revenue	\$	21,062	\$	17,970	\$	40,380	\$	34,922	
Subcontractor services and other direct costs		1,040		731		1,874		1,551	
Net Revenue	\$	20,022	\$	17,239	\$	38,506	\$	33,371	

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

(Non-GAAP Measure)

		Three Mo	nths Ei	nded		Six Mont	Six Months Ended			
		June 30, 2023		July 1, 2022		June 30, 2023		July 1, 2022		
Net income (loss)	\$	397	\$	(4,326)	\$	1,329	\$	(8,099)		
Interest expense		2,207		1,030		4,673		1,781		
Income tax expense (benefit)		243		(1,673)		999		(4,062)		
Stock-based compensation		1,287		1,714		2,820		5,019		
Interest accretion ⁽¹⁾		_		31		_		111		
Depreciation and amortization		4,128		4,426		8,328	8,83			
(Gain) Loss on sale of equipment		(40)		(33)		(50)		(69)		
Adjusted EBITDA	\$	8,222	\$	1,169	\$	18,099	\$	3,516		

⁽¹⁾ Interest accretion represents the imputed interest and fair value adjustments to estimated contingent consideration.

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				
	June 30,			July 1,	J	une 30,		July 1,	
		2023		2022		2023		2022	
Net income (loss)	\$	397	\$	(4,326)	\$	1,329	\$	(8,099)	
Adjustment for stock-based compensation		1,287		1,714		2,820		5,019	
Tax effect of stock-based compensation		(260)		(393)		(571)		(1,150)	
Adjustment for intangible amortization		2,624		2,843		5,248		5,690	
Tax effect of intangible amortization		(531)		(652)		(1,062)		(1,304)	
Adjustment for interest accretion				31				111	
Tax effect of interest accretion		<u> </u>		(7)				(25)	
Adjusted Net Income (Loss)	\$	3,517	\$	(790)	\$	7,764	\$	241	
			-						
Diluted weighted-average shares outstanding		13,487		13,016		13,481		12,901	
o o			·						
Diluted earnings (loss) per share	\$	0.03	\$	(0.33)	\$	0.10	\$	(0.63)	
Impact of adjustment:						_			
Stock-based compensation per share		0.09		0.13		0.21		0.39	
Tax effect of stock-based compensation per									
share		(0.02)		(0.03)		(0.04)		(0.09)	
Intangible amortization per share		0.19		0.22		0.39		0.44	
Tax effect of intangible amortization per share		(0.03)		(0.05)		(80.0)		(0.10)	
Interest accretion per share		_		0.00		_		0.01	
Tax effect of interest accretion per share		_		(0.00)		_		(0.00)	
Adjusted Diluted EPS	\$	0.26	\$	(0.06)	\$	0.58	\$	0.02	

Contact:

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