

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**WILLDAN GROUP, INC.**

(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

96924N100  
(CUSIP Number)

Robert MacArthur  
c/o Forager Fund, L.P.  
2025 3rd Avenue North, Suite 350  
Birmingham, AL 35203  
(205) 383-4763

*With a copy to:*

Julian J. Seiguer, P.C.  
Bryan D. Flannery  
Kirkland & Ellis LLP  
609 Main Street  
Houston, TX 77002  
(713) 836-3600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 6, 2023  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS Forager Fund, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7.	SOLE VOTING POWER 1,524,976
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 1,524,976
	10.	SHARED DISPOSITIVE POWER 0

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,524,976
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.3% <sup>(1)</sup>
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN

(1) Calculated based on 13,489,111 shares of common stock of the Issuer as of May 3, 2023 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2023, filed on May 5, 2023.

1.	NAMES OF REPORTING PERSONS Forager Capital Management, LLC
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7.	SOLE VOTING POWER 1,910,513 <sup>(1)</sup>
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 1,910,513 <sup>(1)</sup>
	10.	SHARED DISPOSITIVE POWER 0

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,910,513 <sup>(1)</sup>
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.2% <sup>(2)</sup>
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA

(1) Shares reported in this table are held by (i) Forager Fund, L.P., of which the Reporting Person is the general partner and (ii) a separate account to which the Reporting Person serves as investment advisor.

(2) Calculated based on 13,489,111 shares of common stock of the Issuer as of May 3, 2023 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2023, filed on May 5, 2023.

1.	NAMES OF REPORTING PERSONS Edward Kissel
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION USA

Number of Shares Beneficially Owned by Each Reporting Person With	7.	SOLE VOTING POWER 11,402
	8.	SHARED VOTING POWER 1,910,513 <sup>(1)</sup>
	9.	SOLE DISPOSITIVE POWER 11,402
	10.	SHARED DISPOSITIVE POWER 1,910,513 <sup>(1)</sup>

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,921,915
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.2% <sup>(2)</sup>
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC; IN

(1) These shares are held by (i) Forager Fund, L.P., of which Forager Capital Management, LLC is the general partner and (ii) a separate account to which Forager Capital Management, LLC serves as investment adviser. The Reporting Person is a managing partner of Forager Capital Management, LLC.

(2) Calculated based on 13,489,111 shares of common stock of the Issuer as of May 3, 2023 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2023, filed on May 5, 2023.

1.	NAMES OF REPORTING PERSONS Robert MacArthur
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION USA

Number of Shares Beneficially Owned by Each Reporting Person With	7.	SOLE VOTING POWER 271
	8.	SHARED VOTING POWER 1,910,513 <sup>(1)</sup>
	9.	SOLE DISPOSITIVE POWER 271
	10.	SHARED DISPOSITIVE POWER 1,910,513 <sup>(1)</sup>

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,910,784
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.2% <sup>(2)</sup>
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC; IN

(1) These shares are held by (i) Forager Fund, L.P., of which Forager Capital Management, LLC is the general partner and (ii) a separate account to which Forager Capital Management, LLC serves as investment adviser. The Reporting Person is a managing partner of Forager Capital Management, LLC.

(2) Calculated based on 13,489,111 shares of common stock of the Issuer as of May 3, 2023 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2023, filed on May 5, 2023.

## Item 1. Security and Issuer

This Schedule 13D (this “Schedule 13D”) is filed by the Reporting Persons (as defined below) with respect to the Common Stock, par value \$0.01 per share (the “Common Stock”), of Willdan Group, Inc., a Delaware corporation (the “Issuer”).

The Reporting Persons previously reported beneficial ownership of shares of the Issuer described herein on the Schedule 13G, filed on February 14, 2020 (as subsequently amended from time to time, the “Schedule 13G”). This Schedule 13D represents the initial statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the “SEC”) with respect to shares of the Issuer and amends and supersedes the Schedule 13G.

The Issuer’s principal executive offices are located at 2401 East Katella Avenue, Suite 300, Anaheim, CA 92806.

## Item 2. Identity and Background

- (a) Forager Fund, L.P., a Delaware limited partnership (“Fund”), Forager Capital Management, LLC, a Delaware limited liability company (“GP” or the “Investment Adviser”), Edward Kissel (“Mr. Kissel”) and Robert MacArthur (“Mr. MacArthur” and, together with Fund, GP, and Mr. Kissel, the “Reporting Persons”).
- (b) The principal business address for each of the Reporting Persons is 2025 3rd Avenue North, Suite 350, Birmingham, AL 35203.
- (c) The business of the Fund and GP is to either invest in securities or serve as a general partner or management company of an entity that invests in securities. The principal occupation of each of Messrs. Kissel and MacArthur is to serve as an executive of the Fund and the GP. Each of Mr. Kissel and Mr. MacArthur has voting and investment discretion with respect to the securities held by Fund and GP.
- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Fund and GP are each organized under the laws of the State of Delaware, and each of Mr. Kissel and Mr. MacArthur is a citizen of the United States.

## Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons made no purchases of Common Stock in connection with the circumstances giving rise to the filing of this Schedule 13D. The reported securities were acquired with the Fund’s working capital generated from capital contributions by the Fund limited partners and client assets held in a managed account managed by the Investment Adviser (the “Managed Account”). No borrowed funds were used to acquire the reported securities.

The information set forth in Item 4s and 5 of this Schedule 13D is incorporated by reference herein.

#### **Item 4. Purpose of Transaction**

The Reporting Persons acquired the shares of Common Stock for investment purposes. The Reporting Persons intend to review their investment in the Issuer on an ongoing basis and, in the course of their review, may take actions (including through one or more of their affiliates) with respect to their investment or the Issuer, including communicating with the board of directors of the Issuer (the “Board”), members of management or other security-holders of the Issuer, or other third parties from time to time, and taking steps to explore, prepare for or implement a course of action, including, without limitation, engaging advisors, including legal, financial, regulatory, technical and/or industry advisors, to assist in any review, evaluating strategic alternatives as they may become available and entering into confidentiality, standstill or other similar agreements with the Issuer, its subsidiaries and/or any advisors or third parties. Such discussions and other actions may relate to various alternative courses of action, including, without limitation, those related to an extraordinary corporate transaction (including, but not limited to a merger, take-private, reorganization or liquidation) involving the Issuer or any of its subsidiaries; business combinations involving the Issuer or any of its subsidiaries; a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; material asset purchases; the formation of joint ventures with the Issuer or any of its subsidiaries or the entry into other material projects; changes in the present business, operations, strategy, future plans or prospects of the Issuer, financial or governance matters; acting as a participant in debt or equity financings of the Issuer or any of its subsidiaries; changes to the capitalization, ownership structure, dividend policy, business or corporate structure or governance documents of the Issuer; de-listing or de-registration of the Issuer’s securities, or any action similar to those enumerated above.

The Reporting Persons may participate in an auction or similar process regarding any such courses of action (including, but not limited to, an extraordinary corporate transaction) with respect to the Issuer or its subsidiaries, including submitting an indication of interest, letter of intent, term sheet, offer letter or other similar expression of interest regarding an acquisition of additional or all of the Issuer’s securities and in connection therewith; engaging advisors; communicating with the Issuer, its subsidiaries and other third parties (including various advisors), taking actions regarding prospective financing for any such course of action, including, without limitation, exchanging information, negotiating terms and entering into commitment letters and related agreements and/or any other similar agreements; and preparing, revising, negotiating into agreements with Issuer and its subsidiaries. Such discussions and actions may be preliminary and exploratory in nature, and not rise to the level of a plan or proposal.

The Reporting Persons or their affiliates may seek to acquire securities of the Issuer, including common stock and/or other equity, debt, notes or other financial instruments related to the Issuer or the common stock (which may include rights or securities exercisable or convertible into securities of the Issuer), and/or sell or otherwise dispose of some or all of such Issuer securities or financial instruments (which may include distributing some or all of such securities to such Reporting Person’s respective members, stockholders, partners or beneficiaries, as applicable, transferring shares of common stock to affiliated transferees, or the entry into a total return swap, asset swap or repurchase transaction) from time to time, in each case, in open market or private transactions, block sales or otherwise. The Reporting Persons may engage from time to time in ordinary course transactions with financial institutions with respect to the securities described herein.

Any transaction that any of the Reporting Persons or their affiliates may pursue may be made at any time and from time to time without prior notice and will depend on a variety of factors, including, without limitation, the price and availability of the Issuer’s securities or other financial instruments; an ongoing evaluation of the Issuer’s business, financial condition, operations and prospects; general industry and economic conditions; the securities markets in general; tax considerations; the Reporting Persons’ or such affiliates’ trading and investment strategies, other investment and business opportunities, applicable legal and/or contractual restrictions and liquidity requirements; and other factors deemed relevant by such Reporting Persons and such affiliates.

**Item 5. Interest in Securities of the Issuer**

- (a)-  
(b) The information contained on the cover pages to this Schedule 13D is incorporated herein by reference.

As of the date hereof, 1,922,186 shares of Common Stock of the Issuer are directly held by the Reporting Persons, representing approximately 14.2% of such class of securities based on 13,489,111 shares of Common Stock of the Issuer as of May 3, 2023 as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2023 and filed on May 5, 2023.

GP is the general partner of Fund. Mr. Kissel and Mr. MacArthur are the managing partners of GP. Thus, GP, Mr. Kissel and Mr. MacArthur may be deemed to have beneficial ownership of the Reported Securities directly held by the Fund and the Managed Account. The filing of this statement shall not be construed as an admission by any Reporting Person that such person is, for the purposes of sections 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement.

- (c) No Reporting Person has effected any transaction in Common Stock in the past 60 days.
- (d) No one other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock reported herein as beneficially owned by the Reporting Persons.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information provided in Item 4 is incorporated by reference herein.

**Item 7. Material to be Filed as Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1*</a>	<a href="#">Joint Filing Agreement, dated as of June 6, 2023, by and among the Reporting Persons</a>

\* Filed herewith.



**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 6, 2023

**FORAGER FUND, L.P.**

By: Forager Capital Management, LLC,  
its General Partner

By: /s/ Robert MacArthur

Name: Robert MacArthur

Title: Managing Partner

**FORAGER CAPITAL MANAGEMENT, LLC**

By: /s/ Robert MacArthur

Name: Robert MacArthur

Title: Managing Partner

**EDWARD KISSEL**

/s/ Edward Kissel

Edward Kissel

**ROBERT MACARTHUR**

/s/ Robert MacArthur

Robert MacArthur

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this statement on Schedule 13D ("Statement") is being jointly filed, and any amendments thereto will be jointly filed, by Forager Fund, L.P., as the main and designated filer, on behalf of each of the persons and entities named below that is named as a reporting person in such filing. Each of the undersigned is responsible for the timely filing of this Statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 6th day of June, 2023.

**FORAGER FUND, L.P.**

By: Forager Capital Management, LLC,  
its General Partner

By: /s/ Robert MacArthur

Name: Robert MacArthur

Title: Managing Partner

**FORAGER CAPITAL MANAGEMENT, LLC**

By: /s/ Robert MacArthur

Name: Robert MacArthur

Title: Managing Partner

**EDWARD KISSEL**

/s/ Edward Kissel

Edward Kissel

**ROBERT MACARTHUR**

/s/ Robert MacArthur

Robert MacArthur