
**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): December 8, 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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 8, 2023, Thomas D. Brisbin informed the Board of Directors (the “Board”) of Willdan Group, Inc. (the “Company”) of his intention to retire and resign as Chief Executive Officer of the Company, effective December 29, 2023. Dr. Brisbin will continue his service as Chairman of the Board after December 29, 2023.

On December 8, 2023, the Board appointed Michael A. Bieber, the Company’s current President, as President and Chief Executive Officer of the Company, effective as of December 30, 2023. Additionally, on December 8, 2023, the Board increased the size of the Board from seven to eight members and appointed Mr. Bieber to the Board to fill the newly created vacancy and to serve until the 2024 annual meeting of stockholders and until his successor has been duly elected and qualified or until his earlier resignation or removal, in each case effective December 30, 2023.

A description of Mr. Bieber’s background and compensatory arrangements is available in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 27, 2023 and is incorporated by reference herein. On December 8, 2023, the Compensation Committee of the Board and the Board approved an increase to Mr. Bieber’s base cash salary to \$525,000 per year, effective December 30, 2023.

In connection with the management transition described above, the Company expects to enter a consulting agreement with Dr. Brisbin on the terms and conditions to be approved by Board and the Audit Committee of the Board.

Item 7.01. Regulation FD Disclosure.

On December 12, 2023, the Company issued a press release announcing the management transition described herein. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 and the related information in Exhibit 99.1 attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Document
99.1	Willdan Group, Inc. Press Release dated December 12, 2023
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

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: December 12, 2023

By: /s/ Creighton K. Early
Creighton K. Early
Chief Financial Officer
(Principal Financial Officer)

Willdan Announces CEO Succession

ANAHEIM, Calif.—(BUSINESS WIRE)—Willdan Group, Inc. (NASDAQ: WLDN) today announced that on December 8, 2023, Tom Brisbin, Willdan's CEO, notified the Board of Directors (the "Board") of his intention to retire from his position as CEO of the company effective December 29, 2023. Tom will retain his role as Chairman of the Board and will act as the company's part-time consultant to ensure a smooth transition after December 29, 2023. Willdan's President, Mike Bieber will succeed Tom as CEO and will become a Board Member effective as of December 30, 2023.

"I'd like to commend Tom for his leadership and commitment to our company over the past 16 years," Mike Bieber commented. "I'm proud of what we've built at Willdan, and even more excited about where we're headed. We are building a leading company that transitions communities to clean energy and a sustainable future. Willdan is finishing 2023 strong, and we're well positioned for the next several years ahead. With just under \$500 million in revenue this year and 1,600 team members, we are only getting started. I'd like to thank our customers and shareholders for their support, and I thank the Board for this opportunity."

Tom has served as Willdan's CEO since 2007, joining just after the company went public, and growing revenue more than six times over that period. During the 2008 financial crisis, he led the company's expansion into energy efficiency, diversifying into a growing market and adding long-term financial stability. Tom has focused most of his career on developing a culture of organic growth and fostering leadership.

Mike and Tom met while working with one another 27 years ago. Mike joined Willdan in 2014 as Vice President, Corporate Development. For the last seven years, Mike has served as President and focused on company operations.

Willdan also announced that, in parallel with this transition, Kim Early, Willdan's CFO, and Micah Chen, Willdan's General Counsel, will each be promoted to Executive Vice President, effective December 30, 2023.

About Willdan

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, energy policy planning and advisory, engineering and planning, and municipal financial consulting. For additional information, visit Willdan's website at www.willdan.com.

Forward-Looking Statements

Statements in this press release that are not purely historical are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. It is important to note that Willdan's actual results could differ materially from those in any such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors listed 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. 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.

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