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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 9, 2019**

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**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)

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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))

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Resignation of Curtis Probst as a Director***

On April 9, 2019, Curtis Probst notified the board of directors (the “Board”) of Willdan Group, Inc., a Delaware corporation (“Willdan”), of his intention to resign from the Board, effective April 10, 2019. Prior to his resignation, Mr. Probst served as a member of the Audit Committee and Strategy, Mergers and Acquisitions Committee. Mr. Probst’s resignation was not the result of any disagreement with Willdan or management regarding operations, policies or practices.

***Appointment of Robert Conway as a Director***

On April 9, 2019, the Board, pursuant to Section 4.10 of Willdan’s Amended and Restated Bylaws, appointed Robert Conway to the Board, effective April 10, 2019, to fill the vacancy created by Mr. Probst’s resignation and to serve until his respective successor has been duly elected and qualified or until his earlier resignation or removal. The Board has determined that Mr. Conway is an independent director under the listing standards of the Nasdaq Global Market. Mr. Conway was appointed to serve as a member of the Audit Committee and the Strategy, Mergers and Acquisitions Committee.

Mr. Conway, 64, began his career as an auditor at KPMG LLP (“KPMG”) in 1978 and served as an Audit Partner at KPMG from 1987 to 2005. Mr. Conway retired from KPMG in 2005 to join the Public Company Accounting Oversight Board (“PCAOB”) as an Associate Director. In 2007, Mr. Conway was promoted to Regional Associate Director with leadership responsibilities for the PCAOB’s offices in Irvine and Los Angeles. Throughout his nine-year tenure at the PCAOB, Mr. Conway led inspections of audits. During 2014 and 2015, Mr. Conway worked as an independent consultant on complex technical accounting matters, wrote various papers on audit quality, and lectured at the Merage School of Business at the University of California, Irvine. In 2015, Mr. Conway became the Professional Practice Director at CNM LLP, a technical accounting advisory firm, where he assisted public company clients with the application of generally accepted accounting principles and compliance with the Sarbanes-Oxley requirements applicable to internal controls over financial reporting. Mr. Conway has an active CPA license and is a member of the American Institute of Certified Public Accountants. Mr. Conway received a B.S. in Engineering in 1976 from Stanford University and an M.B.A. in 1978 from the Tuck School of Business at Dartmouth College.

Mr. Conway will receive compensation for his services as a director in accordance with Willdan’s standard compensation program for non-management directors, which provides for an annual retainer of \$24,000, paid in cash, and certain other fees for service on committees and attendance at Board and committee meetings, each as further described in Willdan’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on April 20, 2018. In addition to the compensation that Mr. Conway will receive for his service as member of the Board, Willdan intends to enter into its standard form of indemnification agreement with Mr. Conway. A form of the indemnification agreement was previously filed by Willdan as Exhibit 10.1 to the Current Report on Form 8-K, as originally filed with the SEC on June 13, 2016.

There is no arrangement or understanding between Mr. Conway and any other person pursuant to which Mr. Conway was selected as a member of the Board. In addition, there are no transactions in which Mr. Conway has an interest, that are required to be disclosed under Item 404(a) of SEC Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On April 15, 2019, Willdan issued a press release announcing the resignation of Mr. Probst from the Board and the appointment of Mr. Conway to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and is hereby incorporated by reference in its entirety. The information in this Item 7.01 and the attached Exhibit 99.1 to this Current Report on Form 8-K is being furnished (not filed) pursuant to Regulation FD.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Document</u>
99.1	<a href="#">Press Release of Willdan Group, Inc., dated April 15, 2019.</a>

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: April 15, 2019

By: /s/ Stacy B. McLaughlin  
Stacy B. McLaughlin  
Chief Financial Officer

**Willdan Announces Changes to Board of Directors**

ANAHEIM, Calif.—(BUSINESS WIRE)— Willdan Group, Inc. (NASDAQ: WLDN) today announced that Curtis Probst has resigned from the Company's Board of Directors, effective April 10, 2019. Also effective as of this date, the Board has elected Robert "Bob" Conway to fill Mr. Probst's seat on the Board. Mr. Conway is expected to serve on the Audit Committee and the Strategy, Mergers and Acquisitions Committee. The Willdan board will remain at nine members.

"We thank Curtis Probst for his contributions and service to the company," said Tom Brisbin, Willdan's Chairman and CEO. "We believe that Bob Conway will be a valuable member of our Board of Directors, as he brings significant expertise in technical accounting and Sarbanes-Oxley compliance. Bob has had a distinguished accounting and auditing career, including serving as an audit partner at KPMG, a regional leader at the Public Company Accounting Oversight Board (PCAOB), and, most recently, as Senior Professional Practice Director at CNM LLP, a technical accounting advisory firm."

**Robert Conway Biography:**

Mr. Conway has 40 years of experience in the accounting and auditing field. Mr. Conway joined KPMG in 1978 and became a KPMG Audit Partner in 1987. Mr. Conway was responsible for audits of multinational public and private companies in the technology, manufacturing, automotive, and transportation industries. Mr. Conway retired from KPMG in 2005 to join the PCAOB where he later became a Regional Associate Director with leadership responsibility for the PCAOB's Los Angeles and Orange County offices. During Mr. Conway's nine-year tenure at the PCAOB, Mr. Conway led inspections of audits of several of the largest public companies registered on US stock exchanges. While at the PCAOB, Mr. Conway authored a recommendation to the US Treasury Department's Advisory Committee on the Auditing Profession that ultimately gave rise to the PCAOB's Audit Quality Indicator initiative. In 2015, Mr. Conway joined CNM LLP, a technical accounting advisory firm, as the Senior Professional Practice Director with quality control responsibility for CNM's technical services. Mr. Conway retired from CNM in early 2019.

**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, engineering and planning, and municipal financial consulting. For additional information, visit Willdan's website at [www.willdan.com](http://www.willdan.com).

**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. The forward-looking statements involve risks and uncertainties including, but not limited to, the risk that Willdan will not be able to expand its services or meet the needs of customers in markets in which it operates. 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, Willdan's ability to adequately complete projects in a timely manner, Willdan's ability to compete successfully in the highly competitive energy efficiency services market, changes in state, local, and regional economies and government budgets, Willdan's ability to win new contracts, to renew existing contracts (including with its three primary customers and the two primary customers of recently acquired Lime Energy) and to compete effectively for contract awards through bidding processes and Willdan's ability to successfully integrate its acquisitions and execute on its growth strategy. Willdan's business could be affected by a number of other factors, including 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 28, 2018. 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.

**Contacts****Willdan Group, Inc.**

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