

**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 15, 2006**

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 8.01. Other Events

On December 15, 2006, Wedbush Morgan Securities Inc. ("Wedbush"), the underwriter of the recently completed initial public offering of Willdan Group, Inc. ("Willdan" or the "Company"), exercised in full its option to purchase an additional 435,000 shares of common stock from Willdan to cover over-allotments. Willdan granted Wedbush a 30-day over-allotment option to purchase up to 435,000 shares of common stock at the public offering price of \$10.00 per share, less the underwriting discount. Net proceeds to Willdan from the exercise of the over-allotment option will be approximately \$4 million. In total, including the over-allotment shares, the Company will have sold 2,435,000 shares of its common stock at \$10.00 per share, before underwriting discounts and commissions, resulting in net proceeds of approximately \$20.9 million. In addition to the shares sold by Willdan, 900,000 shares were sold by a selling stockholder.

The closing of the sale of the over-allotment shares is expected to occur on December 20, 2006, subject to the satisfaction of customary closing conditions.

Willdan Group intends to use the net proceeds of approximately \$20.9 million from this offering for working capital and general corporate purposes, including possible acquisitions, and to fund an estimated final S Corporation distribution to its existing stockholders, some of whom are officers, directors and significant employees of Willdan.

Wedbush Morgan Securities acted as the sole book-running manager for the offering. The registration statement related to these securities has been declared effective by the Securities and Exchange Commission. Information about this offering is available in the final prospectus filed by Willdan with the Securities and Exchange Commission.

On December 18, 2006, the Company issued a press release announcing the exercise of the over-allotment option. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits



**Willdan Group, Inc. Announces Full Exercise of Over-Allotment Option
by Underwriter**

ANAHEIM, Calif., December 18, 2006 – Willdan Group, Inc. (NASDAQ:WLDN), a leading provider of outsourced services to public agencies, today announced that the underwriter for its initial public offering, Wedbush Morgan Securities, has exercised in full its over-allotment option to purchase an additional 435,000 shares of common stock from the Company. Of the total shares sold in the offering, 2,435,000 shares were sold by the Company, and 900,000 shares were sold by a selling stockholder.

Including the sale of the additional shares subject to the over-allotment option, the aggregate net proceeds from the offering are expected to be approximately \$20.9 million. Willdan Group intends to use the net proceeds from this offering for working capital and general corporate purposes, including possible acquisitions, and to fund the final S Corporation distribution to its existing stockholders, some of whom are officers, directors and significant employees of Willdan Group.

Wedbush Morgan Securities acted as the sole book-running manager for the offering. Copies of the final prospectus may be obtained by sending a request to:

Wedbush Morgan Securities Inc.
1000 Wilshire Boulevard
Los Angeles, CA 90017
Attention: Matt Miller
Telephone: 213-688-8080
Syndicate@wedbush.com

The registration statement related to these securities has been declared effective by the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state.

About Willdan Group, Inc.

Founded over 40 years ago, Willdan Group, Inc. is a leading provider of outsourced services to public agencies 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. www.willdangroup.com

Contacts:

Mallory McCamant
Chief Financial Officer
Tel: 714-940-6327
mallory@willdangroup.com

Moira Conlon
The Abernathy MacGregor Group Inc.
Tel: 213-630-6550
MHC@abmac.com

###