

**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): **May 3, 2007**

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 2.02. Results of Operation and Financial Condition

Willdan Group, Inc. ("Willdan") issued a press release on May 3, 2007. The press release announced preliminary financial results for the first quarter ended March 30, 2007 and also announced that final results will be reported on May 10, 2007. The press release is filed as Exhibit 99.1 and is hereby incorporated by reference in its entirety. The information in this Form 8-K and the exhibit attached hereto is being furnished (not filed) under Item 2.02 of Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release of Willdan Group, Inc. dated May 3, 2007 (preliminary financial results for the first quarter ended March 30, 2007)

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: May 3, 2007

By: /s/ Mallory McCamant
Mallory McCamant
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
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FOR IMMEDIATE RELEASE

**Willdan Group Provides Preliminary First Quarter 2007 Results;
Full Financial Results Scheduled for May 10**

ANAHEIM, Calif., May 3, 2007 – Willdan Group, Inc. (“Willdan”) (NASDAQ:WLDN), a leading provider of outsourced services to public agencies, today announced preliminary results for the first quarter ended March 30, 2007. Final results will be reported on Thursday, May 10, 2007.

Willdan expects to report revenue of approximately \$19.3 million and a net loss of approximately \$250,000, or \$0.03 per share, for the first quarter of 2007. The expected net loss is the result of lower than expected revenue growth and a number of unusual items, including executive severance, retirement and recruitment costs, and costs related to the company’s initial compliance with Sarbanes-Oxley Act requirements, which were partially offset by a reduction in accrued expense related to the litigation that was settled during the quarter. Management transitions during the first quarter of 2007 included former CEO Win Westfall’s retirement, Thomas Brisbin’s recruitment and appointment as CEO of Willdan, effective April 2, and the appointment of David Hunt as president of Willdan’s largest subsidiary, effective March 22.

Thomas Brisbin, CEO of Willdan, stated, “We have already identified a number of opportunities to further strengthen our operations. Our markets and business are fundamentally sound, and now that these management transitions are behind us, we’re positioned to execute on building our core business. We look forward to improved financial performance in the second quarter of this year.”

Conference Call and Webcast – May 10, 2007

Willdan will release its final financial results for the first quarter ended March 30, 2007 after the close of the NASDAQ Global Market on Thursday, May 10, 2007. Following the press release, Chief Executive Officer Thomas Brisbin and Chief Financial Officer Mallory McCamant will hold a conference call with the financial community at 5:00 p.m. Eastern/2:00 p.m. Pacific on the same day.

Interested parties may participate in the conference call by dialing 800-240-4186 (303-262-2138 for international callers). When prompted, ask for the “Willdan Group Investor Conference Call.” A telephonic replay of the conference call may be accessed

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approximately two hours after the call through May 24, 2007, by dialing 800-405-2236 (303-590-3000 for international callers). The replay access code is 11089134#.

The conference call will be webcast simultaneously on Willdan Group’s website at www.willdangroup.com under Investor Relations: Events. The webcast replay will be archived for 12 months.

About Willdan Group, Inc.

Founded over 40 years ago, Willdan Group, Inc. is a leading provider of outsourced services to public agencies located primarily in California and other western states. Willdan Group, Inc. 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

Forward-Looking Statements

Safe Harbor Statement: Statements in this press release which are not purely historical, including statements regarding Willdan Group’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 the Company 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 the Company’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, a slowdown in the local and regional economies of the states where Willdan conducts business, and the loss of or inability to hire additional qualified professionals. The Company’s business could be affected by a number of other factors, including the risk factors listed from time to time in the Company’s SEC reports including, but not limited to, the Form 10-K annual report for the year ended December 29, 2006 filed on March 27, 2006. The Company cautions investors not to place undue reliance on the forward-looking statements contained in this press release. Willdan Group, Inc. disclaims any obligation, and does not undertake to update or revise any forward-looking statements in this press release.

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