

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>WHITELAW PAUL MILTON</u>  (Last) (First) (Middle) <u>2401 E. KATELLA AVE</u> <u>SUITE 300</u>  (Street) <u>ANAHEIM CA 92806</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 03/14/2018	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Willdan Group, Inc. [ WLDN ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Business Development</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,257 <sup>(1)</sup>	D	

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(2)	03/26/2022	Common Stock	1,000	3.84	D
Stock Option (Right to Buy)	(3)	05/05/2026	Common Stock	15,000	10.81	D
Stock Option (Right to Buy)	(4)	11/02/2026	Common Stock	20,000	16.09	D
Stock Option (Right to Buy)	(5)	03/08/2027	Common Stock	6,670	28.19	D
Stock Option (Right to Buy)	(6)	10/31/2027	Common Stock	6,670	30.06	D

**Explanation of Responses:**

1. Includes (i) 889 shares of restricted stock that vest in two substantially equal installments on each of March 8, 2019 and March 8, 2020 and (ii) 1,333 shares of restricted stock that vest in three substantially equal installments on each of October 31, 2018, October 18, 2019 and October 18, 2020.
2. The option became exercisable in three substantially equal installments on each of March 26, 2013, March 26, 2014 and March 26, 2015.
3. The option is exercisable in three substantially equal installments. The first installment became exercisable on May 5, 2017, and the next two installments will become exercisable on each of May 5, 2018 and May 5, 2019.
4. The option is exercisable in three substantially equal installments. The first installment became exercisable on November 2, 2017, and the next two installments will become exercisable on each of November 2, 2018 and November 2, 2019.
5. The option is exercisable in three substantially equal installments. The first installment became exercisable on March 8, 2018, and the next two installments will become exercisable on each of March 8, 2019 and March 8, 2020.
6. The option becomes exercisable in three substantially equal installments on each of October 31, 2018, October 31, 2019 and October 31, 2020.

**Remarks:**

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Stacy McLaughlin,
Attorney-in-fact for Paul
Milton Whitelaw
03/20/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

FOR SEC FILINGS ON FORMS ID, 3, 4, 5 AND 144

The undersigned hereby constitutes and appoints each of Stacy B. McLaughlin, Chief Financial Officer and Vice President of Willdan Group, Inc. (the "Company"), so long as she is employed at the Company, and Logan Tiari, Brittany Gorin and Regina Braman, each of O'Melveny & Myers LLP ("OMM"), outside counsel to the Company, so long as each is employed at OMM, as his true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and resubstitution for him and in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any of the securities of the undersigned, the following:

- (i) any Form ID to be filed with the Securities and Exchange Commission (the "SEC");
- (ii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
- (iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (v) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC; and
- (vi) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to each Attorney-In-Fact to seek and obtain as his representative and on his behalf, information on transactions in the securities of the undersigned from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release such information to each Attorney-In-Fact and approves and ratifies any such release of information.

The undersigned hereby grants unto each Attorney-In-Fact full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such Attorney-In-Fact or substitute may do or cause to be done by virtue hereof.

The undersigned acknowledges that:

- (i) neither the Company nor any Attorney-In-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities

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Exchange Act of 1934, as amended (the "Exchange Act"), (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until revoked by the undersigned in a signed writing delivered to each Attorney-In-Fact.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1<sup>st</sup> day of March 2018.

/s/ Paul M. Whitelaw  
PAUL M. WHITELAW

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