UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 26, 2014

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-33076

WILLDAN GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or other Jurisdiction of Incorporation or Organization)	**14-195112** (IRS Employer Identification No.)
2401 East Katella Avenue, Suite 300 **Anaheim, California** (Address of principal executive offices)	**92806** (Zip code)

Registrant’s Telephone Number, Including Area Code: **(800) 424-9144**

Not Applicable
(Former name, former address and former fiscal year, if changed since last report).

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of November 4, 2014, there were 7,627,025 shares of common stock, $0.01 par value per share, of Willdan Group, Inc. issued and outstanding.

WILLDAN GROUP, INC.
FORM 10-Q QUARTERLY REPORT

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

WILLDAN GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 26, 2014 (unaudited)	December 27, 2013
Assets		
Current assets:		
Cash and cash equivalents including restricted cash of $0 and $5,000,000 at September 26, 2014 and December 27, 2013, respectively	$ 13,374,000	$ 8,134,000
Accounts receivable, net of allowance for doubtful accounts of $724,000 and $385,000 at September 26, 2014 and December 27, 2013, respectively	14,100,000	13,167,000
Costs and estimated earnings in excess of billings on uncompleted contracts	14,046,000	9,635,000
Other receivables	888,000	212,000
Prepaid expenses and other current assets	1,375,000	2,377,000
Total current assets	43,783,000	33,525,000
Equipment and leasehold improvements, net	1,015,000	691,000
Other assets	554,000	333,000
Deferred income taxes, net of current portion	4,968,000	3,688,000
Total assets	$ 50,320,000	$ 38,237,000
Liabilities and Stockholders' Equity		
Current liabilities:		
Excess of outstanding checks over bank balance	$ 1,136,000	$ 1,473,000
Accounts payable	4,198,000	3,957,000
Accrued liabilities	8,722,000	5,808,000
Billings in excess of costs and estimated earnings on uncompleted contracts	4,430,000	2,247,000
Current portion of notes payable	—	517,000
Current portion of capital lease obligations	261,000	129,000
Current portion of deferred income taxes	3,205,000	3,688,000
Total current liabilities	21,952,000	17,819,000
Capital lease obligations, less current portion	222,000	85,000
Deferred lease obligations	34,000	120,000
Total liabilities	22,208,000	18,024,000
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value, 10,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, $0.01 par value, 40,000,000 shares authorized: 7,538,000 and 7,375,000 shares issued and outstanding at September 26, 2014 and December 27, 2013, respectively	75,000	74,000
Additional paid-in capital	35,183,000	34,654,000

Accumulated deficit	(7,146,000)	(14,515,000)
Total stockholders’ equity	28,112,000	20,213,000
Total liabilities and stockholders’ equity	$ 50,320,000	$ 38,237,000

See accompanying notes to condensed consolidated financial statements.

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WILLDAN GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Contract revenue	$ 28,187,000	$ 21,167,000	$ 77,843,000	$ 63,048,000
Direct costs of contract revenue (exclusive of depreciation and amortization shown separately below):				
Salaries and wages	7,290,000	6,136,000	20,495,000	18,108,000
Subconsultant services and other direct costs	9,179,000	5,836,000	25,471,000	17,336,000
Total direct costs of contract revenue	16,469,000	11,972,000	45,966,000	35,444,000
General and administrative expenses:				
Salaries and wages, payroll taxes and employee benefits	5,444,000	4,947,000	15,376,000	15,433,000
Facilities and facilities related	1,084,000	1,167,000	3,271,000	3,504,000
Stock-based compensation	81,000	36,000	174,000	124,000
Depreciation and amortization	124,000	125,000	329,000	401,000
Lease abandonment, net	—	—	—	13,000
Other	2,334,000	2,038,000	6,823,000	6,072,000
Total general and administrative expenses	9,067,000	8,313,000	25,973,000	25,547,000
Income from operations	2,651,000	882,000	5,904,000	2,057,000
Other income (expense), net:				
Interest income	1,000	3,000	4,000	8,000
Interest expense	(4,000)	(9,000)	(11,000)	(86,000)
Other, net	49,000	10,000	116,000	35,000
Total other income (expense), net	46,000	4,000	109,000	(43,000)
Income before income taxes	2,697,000	886,000	6,013,000	2,014,000
Income tax (benefit) expense	(1,464,000)	44,000	(1,356,000)	85,000
Net income	$ 4,161,000	$ 842,000	$ 7,369,000	$ 1,929,000
Earnings per share:				
Basic	$ 0.55	$ 0.11	$ 0.99	$ 0.26
Diluted	$ 0.53	$ 0.11	$ 0.96	$ 0.26
Weighted-average shares outstanding:				
Basic	7,507,000	7,359,000	7,440,000	7,349,000
Diluted	7,855,000	7,526,000	7,700,000	7,443,000

See accompanying notes to condensed consolidated financial statements.

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WILLDAN GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended	
	September 26, 2014	September 27, 2013
Cash flows from operating activities:		
Net income	$ 7,369,000	$ 1,929,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	329,000	452,000
Deferred income taxes	(1,763,000)	—
Lease abandonment expense, net	—	13,000
Loss (gain) on sale of equipment	(3,000)	(3,000)

Provision for doubtful accounts	401,000	219,000
Stock-based compensation	174,000	118,000
Changes in operating assets and liabilities:		
Accounts receivable	(1,334,000)	4,872,000
Costs and estimated earnings in excess of billings on uncompleted contracts	(4,411,000)	295,000
Other receivables	(676,000)	33,000
Prepaid expenses and other current assets	1,002,000	212,000
Other assets	(221,000)	(7,000)
Accounts payable	241,000	(3,551,000)
Changes in excess of outstanding checks over bank balance	(337,000)	(19,000)
Accrued liabilities	2,914,000	620,000
Billings in excess of costs and estimated earnings on uncompleted contracts	2,183,000	(805,000)
Deferred lease obligations	(86,000)	(232,000)
Net cash provided by operating activities	5,782,000	4,146,000
Cash flows from investing activities:		
Purchase of equipment and leasehold improvements	(179,000)	(248,000)
Proceeds from sale of equipment	5,000	16,000
Net cash used in investing activities	(174,000)	(232,000)
Cash flows from financing activities:		
Payments on notes payable	(517,000)	(604,000)
Borrowings under line of credit	—	266,000
Repayments on line of credit	—	(3,266,000)
Principal payments on capital lease obligations	(207,000)	(50,000)
Proceeds from stock option exercise	280,000	15,000
Proceeds from sales of common stock under employee stock purchase plan	76,000	73,000
Net cash used in financing activities	(368,000)	(3,566,000)
Net increase in cash and cash equivalents	5,240,000	348,000
Cash and cash equivalents at beginning of the period	8,134,000	10,006,000
Cash and cash equivalents at end of the period	$ 13,374,000	$ 10,354,000
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 11,000	$ 86,000
Income taxes	61,000	164,000
Supplemental disclosures of noncash investing and financing activities:		
Equipment acquired under capital lease obligations	$ 476,000	$ 60,000

See accompanying notes to condensed consolidated financial statements.

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WILLDAN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 26, 2014
(Unaudited)

1. BASIS OF PRESENTATION, ORGANIZATION AND OPERATIONS OF THE COMPANY

Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission and reflect all adjustments, which consist of only normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the consolidated results for the interim periods presented. Results for the interim periods are not necessarily indicative of results for the full year. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The consolidated financial statements should be read in conjunction with Willdan Group, Inc.’s 2013 Annual Report on Form 10-K filed on March 25, 2014.

Nature of Business

Willdan Group, Inc. and subsidiaries (“Willdan Group” or the “Company”) is a provider of professional technical and consulting services to public agencies at all levels of government, public and private utilities and commercial and industrial firms in California and New York. The Company also has operations in Arizona, Florida, Texas, Washington and Washington, D.C. The Company enables these entities to provide a wide range of specialized services without having to incur and maintain the overhead necessary to develop staffing in-house. The Company provides a broad range of complementary services including engineering and planning, energy efficiency and sustainability, economic and financial consulting, and national preparedness and interoperability. The Company’s clients primarily consist of public and governmental agencies, including cities, counties, public utilities, redevelopment agencies, water districts, school districts and universities, state agencies, federal agencies, a variety of other special districts and agencies, private utilities and industry and tribal governments.

Principles of Consolidation

The consolidated financial statements include the accounts of Willdan Group, Inc. and its wholly owned subsidiaries, Willdan Engineering, Willdan Energy Solutions, Public Agency Resources, Willdan Financial Services and Willdan Homeland Solutions. All significant intercompany balances and transactions have been eliminated in consolidation.

Accounting for Contracts

The Company enters into contracts with its clients that contain three principal types of pricing provisions: fixed price, time-and-materials, and unit-based. Revenue on fixed price contracts is recognized on the percentage-of-completion method based generally on the ratio of direct costs (primarily exclusive of depreciation and amortization costs) incurred to date to estimated total direct costs at completion. Revenue on time-and-materials and unit-based contracts is recognized as the work is performed in accordance with the specific terms of the contract. Contracts that provide for multiple services or deliverables are evaluated as multiple element arrangements to determine the appropriate unit of accounting, allocation of contract value, and method of revenue recognition for each element. Revenue for amounts that have been billed but not earned is deferred and such deferred revenue is referred to as billings in excess of costs and estimated earnings on uncompleted contracts in the accompanying consolidated balance sheets. Service-related contracts, including operations and maintenance services and a variety of technical assistance services, are accounted for over the period of performance, in proportion to the costs of performance.

Adjustments to contract cost estimates are made in the periods in which the facts requiring such revisions become known. When the revised estimate indicates a loss, such loss is provided for currently in its entirety. Claims revenue is recognized only upon resolution of the claim. Change orders in dispute are evaluated as claims. Costs related to un-priced change orders are expensed when incurred and recognition of the related contract revenue is based on an evaluation of the probability of recovery of the costs. Estimated profit is recognized for un-priced change orders if realization of the expected price of the change order is probable.

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Applying the percentage-of-completion method of recognizing revenue requires the Company to estimate the outcome of its long-term contracts. The Company forecasts such outcomes to the best of its knowledge and belief of current and expected conditions and its expected course of action. Differences between the Company's estimates and actual results often occur resulting in changes to reported revenue and earnings. Such changes could have a material effect on future consolidated financial statements.

Direct costs of contract revenue consist primarily of that portion of technical and nontechnical salaries and wages that has been incurred in connection with revenue producing projects. Direct costs of contract revenue also include production expenses, subcontractor services and other expenses that are incurred in connection with revenue producing projects.

Direct costs of contract revenue exclude that portion of technical and nontechnical salaries and wages related to marketing efforts, vacations, holidays and other time not spent directly generating revenue under existing contracts. Such costs are included in general and administrative expenses. Additionally, payroll taxes, bonuses and employee benefit costs for all Company personnel are included in general and administrative expenses in the accompanying consolidated statements of operations since no allocation of these costs is made to direct costs of contract revenue. No allocation of facilities costs is made to direct costs of contract revenue. Other companies may classify as direct costs of contract revenue some of the costs that the Company classifies as general and administrative costs. The Company expenses direct costs of contract revenue when incurred.

Included in revenue and costs are all reimbursable costs for which the Company has the risk or on which the fee was based at the time of bid or negotiation. No revenue or cost is recorded for costs in which the Company acts solely in the capacity of an agent and has no risks associated with such costs.

Accounts receivable are carried at original invoice amount less an estimate made for doubtful accounts based upon a review of all outstanding amounts on a quarterly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Credit risk is generally minimal with governmental entities, but disputes may arise related to these receivable amounts. Accounts receivables are written off when deemed uncollectible. Recoveries of accounts receivables previously written off are recorded when received.

The value of retainage is included in accounts receivable in the accompanying consolidated financial statements. Retainage represents the billed amount that is retained by the customer, in accordance with the terms of the contract, generally until performance is substantially complete. At September 26, 2014 and December 27, 2013, the Company had retained accounts receivable of approximately $706,000 and $673,000, respectively.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash, cash equivalents, including restricted cash, accounts receivable, costs and estimated earnings in excess of billings on uncompleted contracts, other receivables, prepaid expenses and other current assets, excess of outstanding checks over bank balance, accounts payable, accrued liabilities and billings in excess of costs and estimated earnings on uncompleted contracts, and approximate their fair values because of the relatively short period of time between the origination of these instruments and their expected realization or payment. The carrying amounts of debt obligations approximate their fair values since the terms are comparable to terms currently offered by local lending institutions for loans of similar terms to companies with comparable credit risk.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

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Liquidity

The Company had $13.4 million of cash and cash equivalents as of September 26, 2014. The Company's primary sources of liquidity are cash generated from operations and its revolving line of credit with BMO Harris Bank, National Association ("BMO"), which matures on March 24, 2016. While the Company believes that its cash and cash equivalents on hand, cash generated by operating activities and funds available under its line of credit will be sufficient to finance its operating activities for at least the next 12 months, if the Company does experience a cash flow shortage or violates the current terms of its credit agreement, the Company may have difficulty obtaining additional funds on favorable terms, if at all, to meet its obligations as they come due in the normal course of business.

2. EARNINGS PER SHARE (EPS)

Basic EPS is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding. Diluted EPS is computed by dividing net income by the weighted-average number of common shares outstanding and dilutive potential common shares for the period. Potential common shares include the weighted-average dilutive effects of outstanding stock options using the treasury stock method.

The following table sets forth the number of weighted-average shares used to compute basic and diluted EPS:

	Three Months Ended		Nine Months Ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Net income	$ 4,161,000	$ 842,000	$ 7,369,000	$ 1,929,000
Weighted-average common shares Outstanding-basic	7,507,000	7,359,000	7,440,000	7,349,000
Effect of dilutive stock options and unvested restricted stock	348,000	167,000	260,000	94,000
Weighted-average common shares outstanding-diluted	7,855,000	7,526,000	7,700,000	7,443,000
Earnings per share:				
Basic	$ 0.55	$ 0.11	$ 0.99	$ 0.26
Diluted	$ 0.53	$ 0.11	$ 0.96	$ 0.26

For the three and nine months ended September 26, 2014, 2,000 and 231,000 options, respectively and no restricted stock grants, were excluded from the calculation of dilutive potential common shares, compared to 404,000 and 591,000 options, respectively, and 25,000 restrictive stock grants for the same periods last year. These options were not included in the computation of dilutive potential common shares because the assumed proceeds per share exceeded the average market price per share for the 2014 and 2013 periods. Accordingly, the inclusion of these options would have been anti-dilutive. For periods in which the Company incurs net losses, dilutive potential common shares are excluded as they would be anti-dilutive.

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3. EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Equipment and leasehold improvements consist of the following:

	September 26, 2014	December 27, 2013
Furniture and fixtures	$ 3,025,000	$ 3,039,000
Computer hardware and software	6,490,000	6,338,000
Leasehold improvements	747,000	776,000
Equipment under capital leases	881,000	831,000
Automobiles, trucks, and field equipment	603,000	533,000
	11,746,000	11,517,000
Accumulated depreciation and amortization	(10,731,000)	(10,826,000)
Equipment and leasehold improvements, net	$ 1,015,000	$ 691,000

4. ACCRUED LIABILITIES

Accrued liabilities consist of the following:

	September 26, 2014	December 27, 2013
Accrued bonuses	$ 1,015,000	$ 31,000
Paid leave bank	1,504,000	1,243,000
Compensation and payroll taxes	1,400,000	749,000
Accrued legal	485,000	356,000
Accrued workers' compensation insurance	153,000	141,000
Accrued rent	230,000	367,000
Employee withholdings	773,000	343,000
Client deposits	199,000	232,000
Unvouchered accounts payable	2,505,000	2,282,000
Other	458,000	64,000

Total accrued liabilities	$	8,722,000	$	5,808,000

5. LINE OF CREDIT

Revolving Credit Facility: On March 24, 2014, the Company entered into a credit agreement with BMO Harris Bank, N.A. ("BMO") that provides for a revolving line of credit of up to $7.5 million, subject to a borrowing base calculation, including a $5.0 million standby letter of credit sub-facility, and a delayed draw term loan facility of up to $2.5 million. All borrowings under the revolving line of credit are limited to a borrowing base equal to roughly 75% of the eligible accounts receivable plus 50% of the lower of cost or market value of our eligible inventory, each term as defined in the credit agreement. As of September 26, 2014, there were no outstanding borrowings under the revolving line of credit or term loan facility and all $7.5 million under the revolving line of credit and $2.5 million under the delayed draw term loan facility were available for borrowing. Under the BMO credit agreement, as of September 26, 2014, no cash amounts are restricted, as compared to $5.0 million restricted as of December 27, 2013. The revolving line of credit matures on March 24, 2016 and term loans can be requested at any time prior to February 23, 2016. Subject to certain conditions, including that the Company is not in default under the credit agreement and that the Company's trailing twelve month EBITDA (as defined in the credit agreement) is not less than $5.0 million as of the end of the third fiscal quarter of 2015, the Company may request that the maturity date be extended by one year to March 24, 2017 and term loans could accordingly be requested at any time prior to February 22, 2017. Loans made under the revolving line of credit will accrue interest at either (i) a floating rate equal to 0.75% above the base rate in effect from time to time or (ii) a floating rate of 1.75% above LIBOR, with the interest rate to be selected by the Company.

Borrowings under the revolving line of credit are guaranteed by all of the Company's subsidiaries (the "Guarantors") and secured by all of the Company's and the Guarantors' accounts receivable and other rights to payment, general intangibles, inventory and equipment. Pursuant to the credit agreement, the Company also must pay a fee of up to 0.3% on unused commitments and customary fees on any letters of credit drawn under the facility.

The credit agreement contains customary representations and affirmative covenants, including financial covenants that require us to maintain (i) a maximum total leverage ratio, measured as total funded debt (measured as the sum of all obligations for borrowed money, including subordinated debt, plus all capital lease obligations) plus capital leases plus financial letters of credit divided by a trailing twelve month EBITDA, measured on a rolling basis) of not more than 2.00; (ii) a minimum fixed charge coverage ratio (measured as the sum of EBITDA plus rent expense less unfinanced capital expenditures divided by the sum of rent expense plus principal payments plus cash taxes plus cash interest plus restricted payments plus distributions) of not less than 1.25; and (iii) a minimum tangible net worth of at least 85% of actual tangible net worth for the last financial statements received prior to the closing date of the agreement, with step ups in an amount equal to 50% of net income (if positive) for each fiscal quarter ending thereafter (no add-back for losses).

The credit agreement also includes customary negative covenants, including (i) restrictions on the incurrence of additional indebtedness by us or the Guarantors other than indebtedness existing on the date of the credit agreement, (ii) restrictions on the total consideration for all permitted acquisitions (including potential future earn-out obligations) not to exceed $2.5 million during the term of the agreement and the total consideration for any individual permitted acquisition not to exceed $750,000 without BMO's consent, and (iii) limitations on asset sales, mergers and acquisitions. In addition, the credit agreement includes customary events of default. Upon the occurrence of an event of default, the interest rate may be increased by 2.0%, BMO has the option to make any loans then outstanding under the credit agreement immediately due and payable, and BMO is no longer obligated to extend further credit to the Company under the credit agreement. .

During fiscal year 2013, the Company had a revolving credit agreement with Wells Fargo Bank, N.A, which was entered into on December 23, 2011 and became effective as of January 1, 2012. Loans made under the revolving line of credit accrued interest at a floating rate of LIBOR plus 2.25%. The Company was also required to pay a 0.25% fee on unused commitments and customary fees on any letters of credit drawn under the facility. The Wells Fargo revolving line of credit was scheduled to mature on April 1, 2014, but, on March 20, 2014, in connection with entering into the credit facility with BMO discussed above, the Company reduced the size of this Wells Fargo facility from $5.0 million to $75,905, which is the amount outstanding under a current letter of credit and extended the maturity of the letter of credit until June 1, 2014. On July 1, 2014, the Company further extended the maturity of the letter of credit to June 30, 2015.

6. COMMITMENTS

Leases

The Company is obligated under capital leases for certain furniture and office equipment that expire at various dates through the year 2017.

The Company also leases certain office facilities under non-cancelable operating leases that expire at various dates through the year 2020 and is committed under non-cancelable operating leases for the lease of computer equipment and automobiles through the year 2016.

Employee Benefit Plans

The Company has a qualified profit sharing plan pursuant to Code Section 401(a) and qualified cash or deferred arrangement pursuant to Code Section 401(k) covering substantially all employees. Employees may elect to contribute up to 50% of compensation limited to the amount allowed by tax laws. Company contributions are made solely at the discretion of the Company's board of directors.

The Company has a discretionary bonus plan for regional managers, division managers and others as determined by the Company president. Bonuses are awarded if certain financial goals are achieved. The financial goals are not stated in the plan; rather they are judgmentally determined each year. In addition, the board of directors may declare discretionary bonuses to key employees and all employees are eligible for what the Company refers to as the "hot hand" bonus program, which pays awards for outstanding performance. The Company's compensation committee of the board of directors determines the compensation of the president.

Post Employment Health Benefits

In May 2006, the Company's board of directors approved providing lifetime health insurance coverage for Win Westfall, the Company's former chief executive officer and current chairman of the board of directors, and his spouse and for Linda Heil, the widow of the Company's former chief executive officer, Dan Heil. These benefits relate to past services provided to the Company. Accordingly, there is no unamortized compensation cost for the benefits.

7. INCOME TAXES

Income taxes are accounted for under the asset and liability method and are determined using an estimated annual effective tax rate. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial reporting basis and tax basis of the Company's assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. During the quarter ended September 26, 2014, management concluded that it was more likely than not that the Company would be able to realize the benefit of the U.S. federal and state deferred tax assets in the future. We based this conclusion on historical and projected operating performance, as well as our expectation that our operations will generate sufficient taxable income in future periods to realize the tax benefits associated with the deferred tax assets. We will continue to assess the need for a valuation allowance on the deferred tax asset by evaluating both positive and negative evidence that may exist. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the income statement for the period that the adjustment is determined to be required.

Accordingly, the Company reversed all of its deferred tax asset valuation allowance during the third quarter of 2014. After the reversal, the Company had no valuation allowance against its deferred tax assets at September 26, 2014, compared to $4.6 million at December 27, 2013. During the three and nine months ended September 26, 2014, the Company recorded tax benefits of $1.5 million and $1.4 million, respectively, primarily related to the reversal of its deferred tax asset valuation allowance. For federal purposes, net operating losses can be carried forward 20 years; for state purposes, they can generally be carried forward 10 to 20 years, depending on the taxing jurisdiction. Federal and state net operating loss carryforwards, if not utilized, will expire through 2031.

For the three and nine months ended September 26, 2014, the Company's provision for income tax presented overall effective income tax benefit rates of 54.3% and 22.6%, respectively, related to the reversal of the Company's deferred tax asset valuation allowance. For the three and nine months ended September 27, 2013, the Company's provision for income tax of $44,000 and $85,000 presented overall effective income tax expense rates of 5.0% and 4.2%, respectively, primarily due to federal and state minimum tax.

The Company recognizes the tax benefit from uncertain tax positions if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. As of September 26, 2014, the Company has no liability for unrecognized tax benefits.

8. SEGMENT INFORMATION

The Company has four reporting segments: Engineering Services, Energy Efficiency Services, Public Finance Services and Homeland Security Services. The Engineering Services segment consists of Willdan Engineering, and Public Agency Resources. The Engineering Services segment offers a broad range of engineering and planning services to our public and private sector clients. The Energy Efficiency Services segment, which consists of Willdan Energy Solutions, provides energy efficiency and sustainability consulting services to utilities, state agencies, municipalities, private industry and non-profit organizations. Prior to December 30, 2011, the energy

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efficiency and sustainability services were aggregated into the Engineering Services segment. Given the manner in which the chief operating decision maker reviews financial results and allocates resources, these services now compromise a separate reporting segment. The Public Finance Services segment, which consists of Willdan Financial Services, provides expertise and support for the various financing techniques employed by public agencies to finance their operations and infrastructure along with the mandated reporting and other requirements associated with these financings. The Homeland Security Services segment, which consists of Willdan Homeland Solutions, provides national preparedness, homeland security consulting, public safety and emergency response services to cities, related municipal service agencies and other entities.

The accounting policies applied to determine the segment information are the same as those described in the summary of significant accounting policies included in the Company's 2013 Annual Report on Form 10-K filed on March 25, 2014. There were no intersegment sales in the three and nine months ended September 26, 2014. Management evaluates the performance of each segment based upon income or loss from operations before income taxes. Certain segment asset information including expenditures for long-lived assets has not been presented as it is not reported to or reviewed by the chief operating decision maker. In addition, enterprise-wide service line contract revenue is not included as it is impracticable to report this information for each group of similar services.

Financial information with respect to the reportable segments as of and for the fiscal three and nine months ended September 26, 2014 and as of and for the fiscal three and nine months ended September 27, 2013 is as follows:

	Engineering Services	Energy Efficiency Services	Public Finance Services	Homeland Security Services	Unallocated Corporate	Intersegment	Consolidated Total
Fiscal Three Months Ended September 26, 2014							
Contract revenue	$ 11,093,000	$ 13,558,000	$ 2,822,000	$ 714,000	$ —	$ —	$ 28,187,000
Segment profit before income taxes	1,812,000	1,141,000	368,000	76,000	(700,000)	—	2,697,000
Net income	2,485,000	1,983,000	495,000	133,000	(935,000)	—	4,161,000
Segment assets(1)	10,597,000	16,547,000	3,726,000	699,000	41,881,000	(23,130,000)	50,320,000

Fiscal Three Months Ended September 27, 2013							
Contract revenue	$ 9,068,000	$ 8,558,000	$ 2,501,000	$ 1,040,000	$ —	$ —	$ 21,167,000
Segment profit before income taxes	455,000	64,000	279,000	88,000	—	—	886,000
Net income	432,000	56,000	270,000	84,000	—	—	842,000
Segment assets(1)	9,955,000	7,669,000	3,741,000	1,033,000	37,216,000	(23,130,000)	36,484,000
Fiscal Nine Months Ended September 26, 2014							
Contract revenue	$ 29,511,000	$ 37,617,000	$ 8,003,000	$ 2,712,000	$ —	$ —	$ 77,843,000
Segment loss before income taxes	2,954,000	3,193,000	618,000	248,000	(1,000,000)	—	6,013,000
Net income	3,592,000	3,964,000	739,000	300,000	(1,226,000)	—	7,369,000
Segment assets(1)	10,597,000	16,547,000	3,726,000	699,000	41,881,000	(23,130,000)	50,320,000
Fiscal Nine Months Ended September 27, 2013							
Contract revenue	$ 25,979,000	$ 26,503,000	$ 7,421,000	$ 3,145,000	$ —	$ —	$ 63,048,000
Segment profit before income taxes	853,000	443,000	520,000	198,000	—	—	2,014,000
Net income	817,000	417,000	505,000	190,000	—	—	1,929,000
Segment assets(1)	9,955,000	7,669,000	3,741,000	1,033,000	37,216,000	(23,130,000)	36,484,000

(1) Segment assets are presented net of intercompany receivables.

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9. CONTINGENCIES

Claims and Lawsuits

The Company is subject to claims and lawsuits from time to time, including those alleging professional errors or omissions that arise in the ordinary course of business against firms that operate in the engineering and consulting professions. The Company carries professional liability insurance, subject to certain deductibles and policy limits, for such claims as they arise and may from time to time establish reserves for litigation that is considered probable of a loss.

In accordance with accounting standards regarding loss contingencies, the Company accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated, and discloses the amount accrued and an estimate of any reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for the Company's financial statements not to be misleading. The Company does not accrue liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote.

Because litigation outcomes are inherently unpredictable, the Company's evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. If the assessments indicate that loss contingencies that could be material to any one of the Company's financial statements are not probable, but are reasonably possible, or are probable, but cannot be estimated, then the Company will disclose the nature of the loss contingencies, together with an estimate of the possible loss or a statement that such loss is not reasonably estimable. While the consequences of certain unresolved proceedings are not presently determinable, and a reasonable estimate of the probable and reasonably possible loss or range of loss in excess of amounts accrued for such proceedings cannot be made, an adverse outcome from such proceedings could have a material adverse effect on the Company's earnings in any given reporting period. However, in the opinion of the Company's management, after consulting with legal counsel, and taking into account insurance coverage, the ultimate liability related to current outstanding claims and lawsuits is not expected to have a material adverse effect on the Company's financial statements.

City of Glendale v. Willdan Financial Services, Superior Court of California, Los Angeles County

A complaint was filed against the Company on July 16, 2014 relating to a project performed by Willdan Financial Services to prepare a Cost of Services Analysis (a "COSA") for the Department of Water and Power of the City of Glendale, California (the "City of Glendale"). The purpose of the COSA was to assist the City of Glendale in setting water rates for property owners. The lawsuit alleges that the City of Glendale suffered damages due to mistakes in the COSA, as follows: the City of Glendale received less revenue than anticipated in an amount exceeding $9,000,000; the City of Glendale was required to retain another consultant to prepare a new COSA at the cost of $130,000; and the City of Glendale incurred costs associated with noticing and conducting public hearings at a cost of $83,052. The Company denies the allegations asserted in the lawsuit and will vigorously defend against the claims. Additionally, this matter is covered by the Company's professional liability insurance policy.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements included elsewhere in this Quarterly Report and the audited financial statements for the year ended December 27, 2013, included in our Annual Report on Form 10-K (File No. 001-33076). This Quarterly Report contains, in addition to unaudited historical information, forward-looking statements, which involve risk and uncertainties. The words "believe," "expect," "estimate," "may," "will," "could," "plan," or "continue" and similar expressions are intended to identify forward-looking statements. Our actual results could differ significantly from the results discussed in such forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the headings "Item 1A. Risk Factors" in our 2013 Annual Report on Form 10-K. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to (and we expressly disclaim any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Quarterly Report on Form 10-Q.

Overview

We are a provider of professional technical and consulting services to public agencies at all levels of government, public and private utilities, and commercial and industrial firms. We enable these entities to provide a wide range of specialized services, without having to incur and maintain the overhead necessary to develop staffing in-house. We assist our clients with a broad range of complementary services relating to:

- Engineering and Planning;
- Energy Efficiency and Sustainability;
- Economic and Financial Consulting; and
- National Preparedness and Interoperability.

We operate our business through a network of offices located primarily in California and New York. We also have operations in Arizona, Florida, Texas, Washington and Washington, DC. As of September 26, 2014, we had a staff of 626 which includes licensed engineers and other professionals. Historically, our clients have primarily been public agencies in communities with populations ranging from 10,000 to 300,000 people. We believe communities of this size are underserved by large outsourcing companies that tend to focus on securing large federal and state projects, as well as projects for the private sector. Since fiscal 2008, we have begun to provide increased services to public and private utilities that service major metropolitan communities and commercial and industrial firms, particularly in connection with the growth of our energy efficiency and sustainability services. We seek to establish close working relationships with our clients and expand the breadth and depth of the services we provide to them over time.

While we currently serve communities throughout the country, our business with public agencies is concentrated in California and Arizona. We provide services to approximately 55% of the 482 cities and approximately 76% of the 58 counties in California. We also serve special districts, school districts, a range of public agencies and private industry. Our business with public and private utilities is concentrated in California and New York.

We were founded in 1964 and Willdan Group, Inc., a Delaware corporation, was formed in 2006 to serve as our holding company. We consist of a family of wholly owned companies that operate within the following segments for financial reporting purposes:

Engineering Services. Our Engineering Services segment includes the operations of our subsidiaries, Willdan Engineering and Public Agency Resources ("PARs"). Willdan Engineering provides civil engineering-related and city planning services to our clients. PARs primarily provides staffing to Willdan Engineering. Contract revenue for the Engineering Services segment represented approximately 37.9% and 41.2% of our consolidated contract revenue for the nine months ended September 26, 2014 and September 27, 2013, respectively.

Energy Efficiency Services. Our Energy Efficiency Services segment consists of the business of our subsidiary, Willdan Energy Solutions, which offers energy efficiency and sustainability consulting services to utilities, public agencies and private industry. Contract revenue for the Energy Efficiency Services segment represented approximately 48.3% and 42.0% of our consolidated contract revenue for the nine months ended September 26, 2014 and September 27, 2013, respectively.

Public Finance Services. Our Public Finance Services segment consists of the business of our subsidiary, Willdan Financial Services, which offers economic and financial consulting services to public agencies. Contract revenue for the Public Finance Services segment represented approximately 10.3% and 11.8% of our consolidated contract revenue for the nine months ended September 26, 2014 and September 27, 2013, respectively.

Homeland Security Services. Our Homeland Security Services segment consists of the business of our subsidiary, Willdan Homeland Solutions, which offers national preparedness and interoperability services and communications and technology solutions. Contract revenue for our Homeland Security Services segment represented approximately 3.5% and 5.0% of our consolidated contract revenue for the nine months ended September 26, 2014 and September 27, 2013, respectively.

Recent Developments

On August 7, 2014, we announced that our wholly owned subsidiary, Willdan Energy Solutions, had been awarded a $22.3 million contract modification from Consolidated Edison that expands an existing Small Business Direct Install ("SBDI") contract to a total value of $61.3 million and extends the contract through June 30, 2016. Under the modification, Willdan Energy Solutions is expanding its current SBDI services to include Consolidated Edison small business customers in Manhattan, Staten Island and Westchester County, N.Y. The amendment was signed on September 23, 2014.

Work under the current Consolidated Edison SBDI program began in the third quarter of 2012, with Willdan Energy Solutions providing services initially in the Bronx, Brooklyn, and Queens. Willdan Energy Solutions is now responsible for the entire Consolidated Edison SBDI service territory, providing outreach to small businesses, completing on-site energy efficiency surveys, implementing energy-saving projects, and partnering with the community and local businesses. Willdan Energy Solutions performed the previous SBDI contract with Consolidated Edison from 2009-2012.

Consolidated Edison may terminate the Agreement at any time for any reason, including its own convenience, upon 30 days' prior written notice to us. Consolidated Edison may immediately terminate the agreement for certain events of default by us, including a change of control, an event of bankruptcy, failure to obtain certain consents from Consolidated Edison, violations of representations and warranties or covenants in the agreement, violations of certain laws, failure to maintain insurance or licenses, and failure to achieve certain performance metrics.

We will receive compensation from Consolidated Edison, solely for work actually performed, in the form of (i) an administrative fee, calculated primarily based on hourly labor rates and, to a lesser extent, satisfaction of certain performance metrics, (ii) fees for survey work, and (iii) installation charges. We agreed to indemnify Consolidated Edison from and against any and all actions arising from our performance under the agreement to the fullest extent permitted by law.

Components of Income and Expense

Contract Revenue

We provide our services under contracts, purchase orders or retainer letters. The contracts we enter into with our clients contain three principal types of pricing provisions: time and materials, unit based, and fixed price. Revenue on our time and materials and unit based contracts are recognized as the work is performed in accordance with specific terms of the contract. Approximately 37% of our contracts are based on contractual rates per hour plus costs incurred. Some of these contracts include maximum contract prices, but the majority of these contracts are not expected to exceed the maximum. Contract revenue on our fixed price contracts is determined on the percentage of completion method based generally on the ratio of direct costs incurred to date to estimated total direct costs at completion. Many of our fixed price contracts are relatively short in duration, thereby lowering the risks of not properly estimating the percent complete.

Adjustments to contract cost estimates are made in the periods in which the facts requiring such revisions become known. When the revised estimate indicates a loss, such loss is recognized currently in its entirety. Claims revenue is recognized only upon resolution of the claim. Change orders in dispute are evaluated as claims. Costs related to un-priced change orders are expensed when incurred and recognition of the related contract revenue is based on an evaluation of the probability of recovery of the costs. Estimated profit is recognized for un-priced change orders if realization of the expected price of the change order is probable.

Our contracts come up for renewal periodically and at the time of renewal may be subject to renegotiation, which could impact the profitability on that contract. In addition, during the term of a contract, public agencies may request additional or revised services which may impact the economics of the transaction. Most of our contracts permit our clients, with prior notice, to terminate the contracts at any time without cause. While we have a large volume of transactions, the renewal, termination or modification of a contract, in particular our contract with Consolidated Edison, may have a material adverse effect on our consolidated operations.

Direct Costs of Contract Revenue

Direct costs of contract revenue consist primarily of subconsultant services and that portion of technical and nontechnical salaries and wages that have been incurred in connection with revenue producing projects. Direct costs of contract revenue also include production expenses and other expenses that are incurred in connection with revenue producing projects. Direct costs of contract revenue generally exclude depreciation and amortization, that portion of technical and nontechnical salaries and wages related to marketing efforts, vacations, holidays and other time not spent directly generating revenue under existing contracts. Such costs are included in general and administrative expenses. Additionally, payroll taxes, bonuses and employee benefit costs for all of our personnel are included in general and administrative expenses since no allocation of these costs is made to direct costs of contract revenue. No allocation of facilities costs is made to direct costs of contract revenue nor is depreciation and amortization allocated to direct costs. We expense direct costs of contract revenue when incurred.

As a firm that provides multiple and diverse services, we do not believe gross margin is a consistent or appropriate indicator of our performance and therefore we do not use this measure as construction contractors and other types of consulting firms may. Other companies may classify as direct costs of contract revenue some of the costs that we classify as general and administrative expenses. As a result, our direct costs of contract revenue may not be comparable to direct costs for other companies, either as a line item expense or as a percentage of contract revenue.

General and Administrative Expenses

General and administrative expenses include the costs of the marketing and support staffs, other marketing expenses, management and administrative personnel costs, payroll taxes, bonuses and employee benefits for all of our employees and the portion of salaries and wages not allocated to direct costs of contract revenue for those employees who provide our services. General and administrative expenses also include facility costs, depreciation and amortization, impairment charges, professional services, legal and accounting fees and administrative operating costs. Within general and administrative expenses, "Other" includes expenses such as provision for billed or unbilled receivables, professional services, legal and accounting, computer costs, travel and entertainment and marketing costs. We expense general and administrative costs when incurred.

Critical Accounting Policies

This discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the U.S., or GAAP. To prepare these financial statements in conformity with GAAP, we must make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses in the reporting period. Our actual results may differ from these estimates. We have provided a summary of our significant accounting policies in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 27, 2013. We describe below those accounting policies that require material subjective or complex judgments and that have the most significant impact on our financial condition and results of operations. Our management evaluates these estimates on an ongoing basis, based upon information currently available and on various assumptions management believes are reasonable as of the date of this report.

Contract Accounting

Applying the percentage-of-completion method of recognizing revenue requires us to estimate the outcome of our long-term contracts. We forecast such outcomes to the best of our knowledge and belief of current and expected conditions and our expected course of action. Differences between our estimates and actual results often occur resulting in changes to reported revenue and earnings. Such changes could have a material effect on our future consolidated financial statements.

Accounts receivable are carried at original invoice amount less an estimate made for doubtful accounts based upon our review of all outstanding amounts on a monthly basis. We determine the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Our credit risk is minimal with governmental entities. Accounts receivable are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded when received.

For further information on the types of contracts under which we perform our services, see "—Components of Income and Expense—Contract Revenue" elsewhere in this report.

Accounting for Claims Against the Company

We accrue an undiscounted liability related to claims against us for which the incurrence of a loss is probable and the amount can be reasonably estimated. We disclose the amount accrued and an estimate of any reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements not to be misleading. We do not accrue liabilities related to claims when the likelihood that a loss has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote. Losses related to recorded claims are included in general and administrative expenses.

Determining probability and estimating claim amounts is highly judgmental. Initial accruals and any subsequent changes in our estimates could have a material effect on our consolidated financial statements.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial reporting basis and tax basis of our assets and liabilities, subject to a judgmental assessment of recoverability of deferred tax assets. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets may not be realized.

We recognize the tax benefit from uncertain tax positions if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. We recognize interest and penalties related to unrecognized tax benefits in income tax expense.

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Results of Operations

The following table sets forth, for the periods indicated, certain information derived from our consolidated statements of operations expressed as a percentage of contract revenue.

Statement of Operations Data	Fiscal Three Months Ended September 26, 2014	Fiscal Three Months Ended September 27, 2013	Fiscal Nine Months Ended September 26, 2014	Fiscal Nine Months Ended September 27, 2013
Contract revenue	100.0%	100.0%	100%	100%
Direct costs of contract revenue (exclusive of depreciation and amortization shown separately below):				
Salaries and wages	25.9	29.0	26.3	28.7
Subconsultant services and other direct costs	32.6	27.6	32.7	27.5
Total direct costs of contract revenue	58.5	56.6	59.0	56.2
General and administrative expenses:				
Salaries and wages, payroll taxes, employee benefits	19.3	23.4	19.8	24.5
Facilities and facilities related	3.9	5.5	4.2	5.6
Stock-based compensation	0.3	0.2	0.2	0.2
Depreciation and amortization	0.4	0.6	0.4	0.6
Other	8.3	9.6	8.8	9.6
Total general and administrative expenses	32.2	39.3	33.4	40.5
Income from operations	9.3	4.2	7.6	3.3
Other (expense) income:				
Interest income	—	—	—	—
Interest expense	—	—	—	(0.1)
Other, net	0.2	(0.1)	0.1	—
Total other expense, net	0.2	(0.1)	0.1	(0.1)
Income before income taxes	9.5	4.1	7.7	3.2
Income tax (benefit) expense	(5.2)	0.1	(1.8)	0.1
Net income	14.7%	4.0%	9.5%	3.1%

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Three Months Ended September 26, 2014 Compared to Three Months Ended September 27, 2013

Contract revenue. Our contract revenue was $28.2 million for the three months ended September 26, 2014, with $11.1 million attributable to the Engineering Services segment, $13.6 million attributable to the Energy Efficiency Services segment, $2.8 million attributable to the Public Finance Services segment, and $0.7 million attributable to the Homeland Security Services segment. Consolidated contract revenue increased $7.0 million, or 33.2%, to $28.2 million for the three months ended September 26, 2014 from $21.2 million for the three months ended September 27, 2013. This increase was due primarily to an increase in contract revenue for the Energy Efficiency Services segment of $5.0 million, or 58.4%, to $13.6 million for the three months September 26, 2014 from $8.6 million for the three months ended September 27, 2013. The increase in the Energy Efficiency Services segment is primarily as a result of an increase in the direct installation of energy efficiency measures from our energy efficiency audits in New York and California, which increase is largely due to the new work under the contract modification that expanded an existing Small Business Direct Install ("SBDI") contract with Consolidated Edison as more fully described under "—Recent Developments" above. Contract revenue for the Engineering Services segment increased $2.0 million, or 23.3% to $11.1 million for the three months ended September 26, 2014 from $9.1 million for the three months ended September 27, 2013. Contract revenue for the Engineering Services segment increased primarily due to greater demand for our city engineering services in northern California, our building and safety services and our construction management services. Contract revenue for the Public Finance Services segment increased $0.3 million, or 12.8% for the three months ended September 26, 2014 as compared to the three months ended September 27, 2013. Contract revenue for the Homeland Security Services segment decreased $0.3 million, or 31.3% to $0.7 million for the three months ended September 26, 2014 from $1.0 million for the three months ended September 27, 2013.

Direct costs of contract revenue. Direct costs of contract revenue were $16.5 million for the three months ended September 26, 2014 with $5.8 million attributable to the Engineering Services segment, $9.2 million attributable to the Energy Efficiency Services segment, $0.9 million attributable to the Public Finance Services segment, and $0.6 million attributable to the Homeland Security Services segment. Overall, direct costs increased by $4.5 million, or 37.5%, to $16.5 million for the three months ended September 26, 2014, from $12.0 million for the three months ended September 27, 2013. This increase is attributable to increases in direct costs within our Energy Efficiency Services, Engineering Services, and Public Finance Services segments of $3.8 million, or 69.8%, and $0.8 million, or 16.9%, and $0.2 million, or 18.4%, respectively, partially offset by a decrease in direct costs of contract revenue within our Homeland Security Services segment of $0.3 million, or 43.5%.

Direct costs increased as a result of increases in subconsultant services and other direct costs of $3.3 million and an increase in salaries and wages of $1.2 million. Within direct costs of contract revenue, salaries and wages decreased to 25.9% of contract revenue for the three months ended September 26, 2014 as compared to 29.0% for the three months ended September 27, 2013. Subconsultant services and other direct costs increased to 32.6% of contract revenue for the three months ended September 26, 2014 from 27.6% of contract revenue for the three months ended September 27, 2013. Subconsultant services increased primarily because of increased demand for the energy efficiency, sustainability and renewable energy services of our subsidiary Willdan Energy Solutions, which generally utilizes a higher percentage of subconsultants than our other subsidiaries.

General and administrative expenses. General and administrative expenses increased by $0.8 million, or 9.1%, to $9.1 million for the three months ended September 26, 2014 from $8.3 million for the three months ended September 27, 2013. This increase was due primarily to increases of $0.7 million, $0.1 million and $0.1 million, in bonus expenses, and general and administrative expenses of our Energy Efficiency Services and Public Finance Services segments, respectively. These increases were partially offset by a decrease of $0.1 million in the general and administrative expenses of the Engineering Services segment. General and administrative expenses in our Homeland Security Services Segment remained flat. General and administrative expenses as a percentage of contract revenue decreased to 32.2% for the three months ended September 26, 2014 as compared to 39.3% for the three months ended September 27, 2013.

Of the $0.8 million increase in general and administrative expenses, approximately $0.3 million relates to an increase in other general and administrative expenses. The remaining $0.5 million increase is attributable to an increase in salaries and wages, payroll taxes and employee benefits. The increase in employee related costs primarily resulted from increased headcount.

Income from operations. As a result of the above factors, our operating income was $2.7 million for the three months ended September 26, 2014, as compared to operating income of $0.9 million for the three months ended September 27, 2013. Income from operations as a percentage of contract revenue was 9.3% for the three months ended September 26, 2014, as compared to 4.2% in the prior year period.

Other income (expense), net. Other income (expense), net was $46,000 for the three months ended September 26, 2014, as compared to $4,000 for the three months ended September 27, 2013.

Income tax expense (benefit). We recorded an income tax benefit of $1.5 million for the three months ended September 26, 2014, as compared to an income tax expense of $44,000 for the three months ended September 27, 2013. The income tax benefit for the three months ended September 26, 2014 primarily reflects the reversal of a valuation allowance against our deferred tax assets. During the third quarter of 2014, we concluded that it was more likely than not that our deferred tax assets, for which we had previously established a valuation allowance, will be realized. This conclusion was based on a detailed evaluation of all relevant evidence, both positive and negative, including such factors as nine consecutive quarters of earnings, the expectation of our continued profitability and growth both organically and through acquisition. Accordingly, we reversed all of our deferred tax asset valuation allowance during the third quarter of 2014. After the reversal, we had no valuation allowance against our deferred tax assets at September 26, 2014, compared to $4.6 million at December 27, 2013.

Net income. As a result of the above factors, our net income was $4.2 million for the three months ended September 26, 2014 as compared to net income of $0.8 million for the three months ended September 27, 2013.

Nine Months Ended September 26, 2014 Compared to Nine Months Ended September 27, 2013

Contract revenue. Our contract revenue was $77.8 million for the nine months ended September 26, 2014, with $29.5 million attributable to the Engineering Services segment, $37.6 million attributable to the Energy Efficiency Services segment, $8.0 million attributable to the Public Finance Services segment, and $2.7 million attributable to the Homeland Security Services segment. Consolidated contract revenue for the nine months ended September 26, 2014 increased $14.8 million, or 23.5%, as compared to the nine months ended September 27, 2013. This was primarily the result of increases of $11.1 million, or 41.9%, and $3.5 million, or 13.6% in contract revenue from our Energy Efficiency Services and Engineering Services segments, respectively. Contract revenue for our Public Finance Services increased $0.6 million, or 7.8% to $8.0 million for the nine months ended September 26, 2014 as compared to the nine months ended September 27, 2013. Contract revenue for our Homeland Security Services segment decreased by $0.4 million, or 13.8% to $2.7 million for the nine months ended September 26, 2014 from $3.1 million for the nine months ended September 27, 2013.

Contract revenue for the Energy Efficiency Services segment increased primarily because of increased demand for energy efficiency services in the states of New York and California, which increase is largely due to the new work under the contract modification that expanded an existing Small Business Direct Install ("SBDI") contract with Consolidated Edison as more fully described under "—Recent Developments" above. Contract revenue for the Engineering Services segment increased primarily due to greater demand for our city engineering services in northern California, our building and safety services, and our construction management services. Revenue in the Homeland Security Services segment decreased due to slightly lower levels of activity in the traditional planning, training and exercise consulting services business.

Direct costs of contract revenue. Direct costs of contract revenue were $45.9 million for the nine months ended September 26, 2014, with $16.0 million attributable to the Engineering Services segment, $25.0 million attributable to the Energy Efficiency Services segment, $3.3 million attributable to the Public Finance Services segment, and $1.6 million attributable to the Homeland Security Services segment. Overall, direct costs increased by $10.5 million, or 29.7%, to $45.9 million for the nine months ended September 26, 2014 from $35.4 million for the nine months ended September 27, 2013. The increase in direct costs was primarily attributable to an increase in direct costs within our Energy Efficiency Services segment of $8.5 million, or 51.6% for the nine months ended September 26, 2014. Direct costs of contract revenue also increased within our Engineering Services and Public Finance segments by $2.1 million, or 15.1%, and $0.3 million, or 10.5%, respectively. Direct costs of contract revenue in our Homeland Security Services segment decreased by $0.4 million, or 19.8% to $1.6 million for the nine months ended September 26, 2014 from $2.0 million for the nine months ended September 27, 2014.

Direct costs increased as a result of increases in subconsultant services and other direct costs of $8.1 million and an increase in salaries and wages of $2.4 million. Within direct costs of contract revenue, salaries and wages decreased to 26.3% of contract revenue for the nine months ended September 26, 2014 as compared to 28.7% for the nine months ended September 27, 2013. Subconsultant services and other direct costs increased to 32.7% of contract revenue for the nine months ended September 26, 2014 from 27.5% of contract revenue for the nine months ended September 27, 2013. Subconsultant services increased primarily because of increased demand for the energy efficiency, sustainability and renewable energy services of our subsidiary Willdan Energy Solutions, which generally utilizes a higher percentage of subconsultants than our other subsidiaries.

General and administrative expenses. General and administrative expenses increased by $0.4 million, or 1.7%, to $25.9 million for the nine months ended September 26, 2014 from $25.5 million for the nine months ended September 27, 2013. This reflected decreases of $0.6 million and $0.1 million in general and administrative expenses of the Engineering Services and the Energy Efficiency Services segments, respectively. General and administrative expenses for our Public Finance Services and Homeland Security Services segments increased by $0.2 million and $0.1 million, respectively. Our unallocated corporate expenses increased by $0.7 million. General and administrative expenses as a percentage of contract revenue was 33.4% for the nine months ended September 26, 2014 as compared to 40.5% for the nine months ended September 27, 2013. We were able to keep our overall general and administrative expenses relatively stable while our revenues increased by 23.5% during this same period. We were partially able to do this because we were able to more fully utilize some of our employees, which resulted in those salaries and wages being allocated to direct costs. As discussed above under "—Components of Income and Expense—Direct Costs of Contract Revenue," we do not allocate that portion of salaries and wages not related to time spent directly generating revenue to direct costs of contract revenue and instead accrue it under general and administrative expenses.

Of the $0.4 million increase in general and administrative expenses, approximately $0.7 million resulted from increases in other general and administrative expenses partially offset by an approximately $0.2 million decrease in facility and facilities related expenses. The remaining $0.1 million decrease is attributable to a decrease in depreciation and amortization expenses.

Income (loss) from operations. As a result of the above factors, our operating income was $5.9 million for the nine months ended September 26, 2014, as compared to an operating income of $2.1 million for the nine months ended September 27, 2013. Income from operations as a percentage of contract revenue was 7.6% for the nine months ended September 26, 2014, as compared to income from operations as a percentage of contract revenue of 3.3% in the prior year period.

Other income (expense), net. Other income (expense), net was $109,000 for the nine months ended September 26, 2014, as compared to $(43,000) for the nine months ended September 27, 2013. The increase is primarily the result of lower interest expense due to decreased borrowings under our line of credit and an increase of higher other income, net.

Income tax expense (benefit). We recorded an income tax benefit of $1.4 million for the nine months ended September 26, 2014, as compared to an income tax expense of $85,000 for the nine months ended September 27, 2013. The income tax benefit for the nine months ended September 26, 2014 primarily reflects the reversal of a valuation allowance against our deferred tax assets. During the third quarter of 2014, we concluded that it was more likely than not that our deferred tax assets, for which we had previously established a valuation allowance, will be realized. This conclusion was based on a detailed evaluation of all relevant evidence, both positive and negative, including such factors as nine consecutive quarters of earnings, the expectation of our continued profitability and growth both organically and through acquisition. Accordingly, we reversed all of our deferred tax asset valuation allowance during the third quarter of 2014. After the reversal, we had no valuation allowance against our deferred tax assets at September 26, 2014, compared to $4.6 million at December 27, 2013.

Net income (loss). As a result of the above factors, our net income was $7.4 million for the nine months ended September 26, 2014 compared to a net income of $1.9 million for the nine months ended September 27, 2013.

Liquidity and Capital Resources

As of September 26, 2014, we had $13.4 million of cash and cash equivalents. Our primary sources of liquidity are cash generated from operations and our revolving line of credit with BMO Harris Bank, N.A., which matures on March 24, 2016. While we believe that our cash and cash equivalents on hand, cash generated by operating activities and funds available under our revolving line of credit will be sufficient to finance our operating activities for at least the next 12 months, if we do experience a cash flow shortage or violate the current terms of our credit agreement, we may have difficulty obtaining additional funds on favorable terms, if at all, to meet our obligations as they come due in the normal course of business.

Cash flows from operating activities

Cash flows provided by operating activities were $5.8 million for the nine months ended September 26, 2014 as compared to $4.2 million for the nine months ended September 27, 2013. The cash flows provided by operating activities in the nine months ended September 26, 2014 were comparably higher than the prior year period due primarily to a higher net income, an increase in billings in excess of costs and estimated earnings on uncompleted contracts, a larger decrease in prepaid expenses , and increases in accounts payable and accrued liabilities, partially offset by an increase in deferred tax assets, a smaller decrease in accounts receivable and an increase in costs and estimated earnings in excess of billings on uncompleted contracts.

Cash flows from investing activities

Cash flows used in investing activities remained relatively flat for the nine months ended September 26, 2014 as compared to the nine months ended September 27, 2013, with approximately $0.2 million being used for capital expenditures.

Cash flows from financing activities

Cash flows used in financing activities were $0.4 million for the nine months ended September 26, 2014 as compared to $3.6 million for the nine months ended September 27, 2013. Cash flows used in financing activities for the nine months ended September 26, 2014 were lower than the prior year period because of the repayment of borrowings under our prior credit facility with Wells Fargo in 2013, partially offset by principal payments on capital leases and an increase in proceeds received this year from stock option exercises.

Outstanding indebtedness

Revolving Credit Facility: On March 24, 2014, we entered into a credit agreement with BMO Harris Bank, N.A., or BMO, that provides for a revolving line of credit of up to $7.5 million, subject to a borrowing base calculation, including a $5.0 million standby letter of credit sub-facility, and a delayed draw term loan facility of up to $2.5 million. All borrowings under the revolving line of credit are limited to a borrowing base equal to roughly 75% of the eligible accounts receivable plus 50% of the lower of cost or market value of our eligible inventory, each term as defined in the credit agreement. As of September 26, 2014, there were no outstanding borrowings under the revolving line of credit or term loan facility and all $7.5 million under the revolving line of credit and $2.5 million under the delayed draw term loan facility were available for borrowing. Under the BMO credit agreement, as of September 26, 2014, no cash amounts are restricted, as compared to $5.0 million restricted as of December 27, 2013. The revolving line of credit matures on March 24, 2016 and term loans can be requested at any time prior to February 23, 2016. Subject to certain conditions, including that we are not in default under the credit agreement and that our trailing twelve month EBITDA (as defined in the credit agreement) is not less than $5.0 million as of the end of the third fiscal quarter of 2015, we may request that the maturity date be extended by one year to March 24, 2017 and term loans could accordingly be requested at any time prior to February 22, 2017. Loans made under the revolving line of credit will accrue interest at either (i) a floating rate equal to 0.75% above the base rate in effect from time to time or (ii) a floating rate of 1.75% above LIBOR, with the interest rate to be selected by us.

Borrowings under the revolving line of credit are guaranteed by all of our subsidiaries (the “Guarantors”) and secured by all of our and the Guarantors’ accounts receivable and other rights to payment, general intangibles, inventory and equipment. Pursuant to the credit agreement, we also must pay a fee of up to 0.3% on unused commitments and customary fees on any letters of credit drawn under the facility.

The credit agreement contains customary representations and affirmative covenants, including financial covenants that require us to maintain (i) a maximum total leverage ratio, measured as total funded debt (measured as the sum of all obligations for borrowed money, including subordinated debt, plus all capital lease obligations) plus capital leases plus financial letters of credit divided by a trailing twelve month EBITDA (as defined in the credit agreement) measured on a rolling basis) of not more than 2.00; (ii) a minimum fixed charge coverage ratio (measured as the sum of EBITDA plus rent expense less unfinanced capital expenditures divided by the sum of rent expense plus principal payments plus cash taxes plus cash interest plus restricted payments plus distributions) of not less than 1.25; and (iii) a minimum tangible net worth of at least 85% of actual tangible net worth for the last financial statements received prior to the closing date of the agreement, with step ups in an amount equal to 50% of net income (if positive) for each fiscal quarter ending thereafter (no add-back for losses).

The credit agreement also includes customary negative covenants, including (i) restrictions on the incurrence of additional indebtedness by us or the Guarantors other than indebtedness existing on the date of the credit agreement, (ii) restrictions on the total consideration for all permitted acquisitions (including potential future earn-out obligations) shall not exceed $2.5 million during the term of the agreement and the total consideration for any individual permitted acquisition shall not exceed $750,000 without BMO’s consent, and (iii) limitations on asset sales, mergers and acquisitions. In addition, the credit agreement includes customary events of default. Upon the occurrence of an event of default, the interest rate may be increased by 2.0%, BMO has the option to make any loans then outstanding under the credit agreement immediately due and payable, and BMO is no longer obligated to extend further credit to us under the credit agreement.

On March 20, 2014, in connection with entering into our current credit facility with BMO, we amended our credit agreement with Wells Fargo Bank N.A. to reduce the size of the facility from $5.0 million to $75,905 and extended its maturity from April 1, 2014 to June 1, 2014. On July 1, 2014, we further extended the maturity on the letter of credit to June 30, 2015. Loans made under the Wells Fargo credit facility during fiscal year 2013 accrued interest at a floating rate of LIBOR plus 2.25%. We also were required to pay a 0.25% fee on unused commitments and customary fees on any letters of credit drawn under the facility. We were in compliance with each of our covenants under the Wells Fargo credit agreement as of September 26, 2014.

Contractual obligations

We had no material changes in commitments for long-term debt obligations, operating lease obligations or capital lease obligations as of September 26, 2014, as compared to those disclosed in our table of contractual obligations included in our Annual Report on Form 10-K for the year ended December 27, 2013.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Recent Accounting Pronouncements

As of September 26, 2014, we are still evaluating the impact of recent accounting pronouncements on the Company's consolidated financial statements.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

In addition to current and historical information, this report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our future operations, prospects, potential products, services, developments and business strategies. These statements can, in some cases, be identified by the use of words like "may," "will," "should," "could," "would," "intend," "expect," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," or "continue" or the negative of such terms or other comparable terminology. This report includes, among others, forward-looking statements regarding our:

- Expectations about future customers;
- Expectations about expanded service offerings;
- Expectations about our ability to cross-sell additional services to existing clients;
- Expectations about our intended geographical expansion;

- Expectations about our ability to attract executive officers and key employees;
- Evaluation of the materiality of our current legal proceedings; and
- Expectations about positive cash flow generation and available cash and cash equivalents being sufficient to meet normal operating requirements.

These statements involve certain known and unknown risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those listed in this report. The forward-looking statements in this report, as well as subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf, are hereby expressly qualified in their entirety by the cautionary statements in this report, including the risk factors in our Annual Report on Form 10-K for the year ended December 27, 2013. We do not intend, and undertake no obligation, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, exchange rates, commodity prices, equity prices and other market changes. Market risk is attributed to all market risk sensitive financial instruments, including long-term debt.

We had cash and cash equivalents of $13.4 million as of September 26, 2014. This amount includes $11.6 million representing cash on hand in business checking accounts with BMO Harris Bank and $0.9 million invested in the Wells Fargo Stage Coach Sweep Investment Account. The balance of $0.9 million represents cash on hand in business checking accounts with Wells Fargo. Although these short term investments are subject to variable interest rates, we do not believe we are subject to significant market risk for short-term investments.

We do not engage in trading activities and do not participate in foreign currency transactions or utilize derivative financial instruments. As of September 26, 2014, we had no outstanding debt under our revolving credit facility that bears interest at variable rates.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures defined in Rule 13a-15(e) under the Exchange Act, as controls and other procedures that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act is accumulated and communicated to our management, including our President and Chief Executive Officer, Thomas Brisbin, and our Chief Financial Officer, Stacy McLaughlin, as appropriate to allow timely decisions regarding required disclosure.

In connection with the preparation of this Quarterly Report, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of September 26, 2014. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective, at a reasonable assurance level, as of September 26, 2014. No change in our internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to claims and lawsuits from time to time, including those alleging professional errors or omissions that arise in the ordinary course of business against firms, like ours, that operate in the engineering and consulting professions. We carry professional liability insurance, subject to certain deductibles and policy limits, for such claims as they arise and may from time to time establish reserves for litigation that is considered probable of a loss.

In accordance with accounting standards regarding loss contingencies, we accrue an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated, and we disclose the amount accrued and an estimate of any reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements not to be misleading. We do not accrue liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote.

Because litigation outcomes are inherently unpredictable, our evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. If the assessments indicate that loss contingencies that could be material to any one of our financial statements are not probable, but are reasonably possible, or are probable, but cannot be estimated, then we disclose the nature of the loss contingencies, together with an estimate of the possible loss or a statement that such loss is not reasonably estimable. While the consequences of certain unresolved proceedings are not presently determinable, and a reasonable estimate of the probable and reasonably possible loss or range of loss in excess of amounts accrued for such proceedings cannot be made, an adverse outcome from such proceedings could have a material adverse effect on our earnings in any given reporting period. However, in the opinion of our management, after consulting with legal counsel, and taking into account insurance coverage, the ultimate liability related to current outstanding claims and lawsuits is not expected to have a material adverse effect on our financial statements.

City of Glendale v. Willdan Financial Services, Superior Court of California, Los Angeles County

A complaint was filed against us on July 16, 2014 relating to a project performed by Willdan Financial Services to prepare a Cost of Services Analysis (a “COSA”) for the Department of Water and Power of the City of Glendale, California (the “City of Glendale”). The purpose of the COSA was to assist the City of Glendale in setting water rates for property owners. The lawsuit alleges that the City of Glendale suffered damages due to mistakes in the COSA, as follows: the City of Glendale received less revenue than anticipated in an amount exceeding $9,000,000; the City of Glendale was required to retain another consultant to prepare a new COSA at the cost of $130,000; and the City of Glendale incurred costs associated with noticing and conducting public hearings at a cost of $83,052. We deny the allegations asserted in the lawsuit and will vigorously defend against the claims. Additionally, this matter is covered by our professional liability insurance policy.

Item 1A. Risk Factors

There are no material changes to the risk factors set forth in “Item 1A. Risk Factors,” of our Annual Report on Form 10-K for the year ended December 27, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Exhibit Description
3.1	First Amended and Restated Certificate of Incorporation of Willdan Group, Inc., including amendments thereto(1)
3.2	Amended and Restated Bylaws of Willdan Group, Inc.(2)
4.1	Specimen Stock Certificate for shares of the Registrant’s Common Stock(1)
4.2	The Company agrees to furnish to the Securities and Exchange Commission upon request a copy of each instrument with respect to issues of long-term debt of Willdan Group, Inc. and its subsidiaries, the authorized principal amount of which does not exceed 10% of the consolidated assets of Willdan Group, Inc. and its subsidiaries.
10.1	First Amendment, dated September 23, 2014 to Agreement for Small Business Direct Install Program, dated July 2, 2012, between Consolidated Edison Company of New York, Inc. and Willdan Energy Solutions* †
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002*

31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002*
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets as of September 26, 2014 and December 27, 2013; (ii) the Condensed Consolidated Statements of Operations for the three and nine months ended September 26, 2014 and September 27, 2013; (iii) the Condensed Consolidated Statement of Cash Flows for the three and nine months ended September 26, 2014 and September 27, 2013, and (iv) the Notes to the Condensed Consolidated Financial Statements.

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* Filed herewith.

† Indicates that certain information contained herein has been omitted and confidentially submitted separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.

(1) Incorporated by reference to Willdan Group, Inc.'s Registration Statement on Form S-1, filed with the Securities and Exchange Commission on August 9, 2006, as amended (File No. 333-136444).

(2) Incorporated by reference to Willdan Group, Inc.'s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 13, 2009.

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SIGNATURE

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 thereunto duly authorized.

WILLDAN GROUP, INC.

By: /s/ Stacy B. McLaughlin

Stacy B. McLaughlin

Vice President and Chief Financial Officer

Date: November 6, 2014

Exhibit 10.1

conEdison

Consolidated Edison Company of New York, Inc.
4 IRVING PLACE
NEW YORK, NY 10003
UNITED STATES

Type	Blanket Purchase Agreement
Order	4015356
Revision	4
PO Approved Date	09/23/2014
Revision Date	09/23/2014
Current Buyer	Carl Thompson

Supplier: WILLDAN ENERGY SOLUTIONS
245 PARK AVE
NEW YORK, NY 10167
UNITED STATES

Supplier Contact: KOURIS THOMAS
(602) 882-3673

Key ConEd Contact: Carl Thompson

Ship To: 4 IRVING PLACE
NEW YORK, NY 10003
UNITED STATES

Bill To: PO Box 799
Cooper Station
New York, NY 10276-0799
UNITED STATES

Supplier No.	Payment Terms	Freight Terms	FOB	Transportation	Ship Via
11688	Net 15	N/A	N/A		

Effective Start Date	Effective End Date	Amount Agreed (USD)
07/06/2012	06/30/2016	***

Notes: All deliverables shall be performed in accordance with the following documents which are hereby incorporated and made part of this agreement:
* Agreement for Small Business Direct Install Program between Consolidated Edison Company of New York, Inc. and Willdan Energy Solutions dated as of July 2, 2012.
* SBDI Pricing Sheet - Pricing to deliver an additional 70,729,221kWh
* Disclosure forms dated 12/1/2011.

New measures have been approved and added to Schedule 1 - Compensation. Willdan may install these measures at Con Edison's customer locations. All other terms and conditions remain unchanged.
Addendum 4/24/2013

Addendum 2 to Schedule 1 - Compensation - new measures 4/24/2013.
Revision 1

The memorandum dated 5/22/2013 which identifies additional measures that may be installed during the contract term is hereby incorporated by reference. All other terms and conditions remain unchanged.
Revision 2 - contact term extended through June 30, 2016 at Con Edison's discression per section 3.4 of the agreement and the authorized funding for the BPA was reduced from $*** to $*** .
The authorized funding that was removed from this BPA covers reimbursement of customer incentives which are now being processed thorugh a different payment mechanism. The authorized funding on this agreement, $*** is equal to the amount authorized for administration of this contract $*** plus incentives that were processed prior to the change of the payment process $*** . All other terms and conditions remain unchanged.

***** Indicates that certain information contained herein has been omitted and confidentially submitted separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.**

Revision 3:

Additional funding in the amount of $*** has been added to the agreement for additional Non-Incentive work associated with the acquisition of up to an additional 70,729,221 kWh energy savings through December 31, 2015 and to extend the service territory to include Manhattan, Staten Island, and Westchester.

Notwithstanding anything to the contrary stated in the Agreement for Small Business Direct Install Program between Consolidated Edison Company of New York, Inc. and Willdan Energy Solutions dated as of July 2, 2012 (the "Terms"), including, without limitation, section 6.0 (Compensation) and Schedule 1 (Compensation) the parties agree as follows:

10% Hold Back:
a. 2012/2013 Original Contract Retention: CE will release this upon execution of this contract modification.
b. 2014 Original Contract Retention: Once WES acquires 41,000,000 kWh CE will not hold back the 10% retention on WES's original contract for the remainder of 2014. CE will pay WES the balance of the total 2014 Original Contract retention in January 2015.
c. 2014 LM Contract Retention: Once WES acquires 20,000,000 kWh CE will not hold back the 10% retention for the LM portion of the new contract for the remainder of 2014. CE will pay WES the balance of this total retention in January 2015.
d. 2015 Combined Retention: CE will pay WES the total 2015 retention at the end of the contract term if 100% of the PSC savings goal is acquired.

The Non-Incentive Not to Exceed Budget: $ ***.

The total Incentive Not to Exceed budget: $ ***.

The total number of survey reports allowed through 2015 is 43,893. The IC may proceed with 38,893 surveys through 2015 but must receive authorization from Con Edison before performance of the remaining 5,000 survey reports.

The Free Measure Incentive Rates, pages S-3 through S-11 are removed.

The SBDI Pricing Sheet to delivere an additional 70,729,221 kWh energy savings, is incorporated by reference above.

All other terms and conditions remain unchanged.
Rev. 4 created to review reference to annual limits in contract years 2014 and 2015. All other terms and conditions remain unchanged.

Reference Documents:
SBDI WILLDAN AGREEMENT PART 2.pdf
SBDI WILLDAN AGREEMENT PART 1.pdf
Disclosure Form - Willdan Energy Solutions - 12-1-11.pdf
SBDI WILLDAN AGREEMENT PART 5.pdf
SBDI WILLDAN AGREEMENT PART 4.pdf
SBDI WILLDAN AGREEMENT PART 3.pdf
New Measures to PO - 4015356.docx
Measure Description Update to PO - 4015356.docx
Measure Description Update to PO - 4015356.docx
APPROVED - Contract Extension Request - Lockheed Martin Services (4026818) and Willdan Energy Solutions (4015356).msg
Fully Signed BPA 4015356 Rev. 2.pdf
SBDI Pricing Sheet rev 1 (2).pdf

All prices and amounts on this order are expressed in USD

***** Indicates that certain information contained herein has been omitted and confidentially submitted separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.**

conEdison

Line	Part Number/ Description	Supplier Part#	Effective Date	Expires On	Quantity	UOM	Unit Price (USD)	Amount (USD)
1	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - PROGRAM MANAGER					HOUR	***	
2	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - SALES					HOUR	***	
3	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - ANALYST					HOUR	***	
4	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - IT DEVELOPER					HOUR	***	
5	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - INSPECTOR					HOUR	***	
6	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - WAREHOUSE MANAGER					HOUR	***	
7	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - ACCOUNTING					HOUR	***	
8	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - INCENTIVES FOR INSTALLATION OF MEASURES				2930200 0	EACH	***	
9	ENERGY EFFICIENCY SBDI - WILLDAN - QUEENS, BROOKLYN, BRONX - COMPLETED SURVEY REPORTS				28893	EACH	***	

***** Indicates that certain information contained herein has been omitted and confidentially submitted separately with the Securities and Exchange Commission. Confidential treatment has been requested with respect to the omitted portions.**

Contract Terms and Conditions

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Terms and Conditions

Standard Terms

Appendix A

APPENDIX A – REQUIRED CLAUSES AND CERTIFICATIONS
(In this document, the other Party to the contract with Con Edison is referred to as the "Contractor")

APPENDIX A - REQUIRED CLAUSES AND CERTIFICATIONS
(In this document, the other party to the contract with Con Edison is referred to as the "Contractor")

As a Federal Government contractor, Con Edison must require the Contractor to agree to be bound by and comply with the following clauses and make the following certifications. Where clauses or certifications require the Contractor to be bound by and/or comply with a referenced clause or regulation or to make a referenced certification, such referenced provisions are incorporated by reference herein and have the same force and effect as if they were set forth herein in full text. Some general guidance as to the applicability of clauses or certifications incorporating such referenced provisions may be provided below. However, the referenced provisions, together with any relevant law or regulation, should also be consulted to determine applicability.

RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT
(this clause is applicable to contracts exceeding $100,000)

The Contractor agrees to be bound by and comply with the clause entitled "Restrictions On Subcontractor Sales To the Government (JUL 1995)," which is contained in Section 52.203-6 of the Federal Acquisition Regulation (section 52.203-6 of title 48 of the Code of Federal Regulations), including the requirement therein to incorporate the substance of the clause in subcontracts under this contract which exceed $100,000.

ANTIKICKBACK PROCEDURES
(this clause is applicable to contracts exceeding $100,000)

The Contractor agrees to be bound by and comply with the clause entitled "Anti-Kickback Procedures (JUL 1995)" except for subparagraph (c)(1) thereof, which clause is contained in Section 52.203-7 of the Federal Acquisition Regulation (section 52.203-7 of title 48 of the Code of Federal Regulations), including the requirement to incorporate the substance of the clause (except for subparagraph (c)(1) thereof) in subcontracts under this contract which exceed $100,000.

CONTRACTORS THAT ARE DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARRMENT BY THE FEDERAL GOVERNMENT

(this clause is applicable to contracts exceeding $25,000)

Con Edison is required to decline to enter into contracts in excess of $25,000 with a Contractor that has been debarred, suspended, or proposed for debarment by the Federal Government in the absence of a compelling reason to do so. When Con Edison is compelled to enter into a contract with such a Contractor, Con Edison is required to furnish certain information to the Federal Government in connection with that contract. Accordingly, the Contractor shall submit in writing to Con Edison, with any bid, offer or proposal for a contract that will exceed $25,000 and again at the time of the award of any contract that will exceed such amount, a statement as to whether or not the Contractor or any of its principals is debarred, suspended, or proposed for debarment by the Federal Government. The Contractor agrees that any action that Con Edison is required by the Federal Government to take with respect to the contract as a consequence of the Contractor's being so debarred, suspended, or proposed for debarment shall not result in any liability of Con Edison to the Contractor.

UTILIZATION OF SMALL BUSINESS CONCERNS

(this clause is applicable to contracts that offer subcontracting opportunities - see the Small Business Act and regulations implementing same)

The Contractor agrees to be bound by and comply with the clause entitled "Utilization Of Small Business Concerns (MAY 2004)," which is contained in Section 52.219-8 of the Federal Acquisition Regulation (section 52.219-8 of title 48 of the Code of Federal Regulations).

SMALL BUSINESS SUBCONTRACTING PLAN

(this clause is applicable to contracts in excess of $500,000 [$1,000,000 in the case of contracts for construction of a public facility], except for contracts awarded to small business concerns as defined by section 3 of the Small Business Act, 15 U.S.C. § 632, and the applicable regulations in Part 121 of Title 13 of the Code of Federal Regulations)

The Contractor shall adopt a subcontracting plan that complies with the requirements set forth in the Small Business Act and in the clause entitled "Small Business Subcontracting Plan (JAN 2002)," which clause is contained in Section 52.219-9 of the Federal Acquisition Regulation (section 52.219-9 of title 48 of the Code of Federal Regulations). (Subparagraphs (d) and (e) of such clause are the primary portions of the clause that concern the contents and effective implementation of subcontracting plans.) The Contractor shall insert the clause entitled "Utilization of Small Business Concerns" (see above) in subcontracts that offer further subcontracting opportunities and shall comply with the requirements for record keeping and reporting to the Federal Government (including the submission of Standard Forms 294 and/or 295).

EQUAL OPPORTUNITY

(this clause is applicable to all contracts unless exempted by the rules, regulations or orders of the Secretary of Labor issued under Executive Order 11246, as amended)

The Contractor agrees to be bound by and to comply with the terms and conditions of the clause entitled "Equal Opportunity (APR 2002)," which is contained in Section 52.222-26 of the Federal Acquisition Regulation (section 52.222-26 of title 48 of the Code of Federal Regulations), including the requirement to include such terms and conditions in nonexempt subcontracts.

The Contractor acknowledges that Con Edison is required to take such action against the Contractor with respect to the contract as may be directed by the Federal Government as a means of enforcing the terms and conditions of the Equal Opportunity clause, including the imposition of sanctions for noncompliance, and the Contractor agrees that any such action by Con Edison shall not result in any liability of Con Edison to the Contractor.

The Contractor agrees to be bound by and comply with the applicable regulations contained in: (1) Parts 60-1 and 60-2 of Title 41 of the Code of Federal Regulations, which implement Executive Order 11246; (2) Part 60-250 of Title 41 of the Code of Federal Regulations, which implements section 402 of the Vietnam Era Veteran's Readjustment Assistance Act of 1974; and (3) Part 60-741 of Title 41 of the Code of Federal Regulations, which implements section 503 of the Rehabilitation Act of 1973.

<u>PROHIBITION OF SEGREGATED FACILITIES</u>

(this clause is applicable to all contracts to which the Equal Opportunity clause, described above, is applicable)

The Contractor agrees to be bound by and comply with the clause entitled "Prohibition of Segregated Facilities (FEB 1999)," which is contained in Section 52.222-21 of the Federal Acquisition Regulations (section 52.222-21 of title 48 of the Code of Federal Regulations), including the requirement to include such clause in non-exempt subcontracts.

<u>CERTIFICATION OF TOXIC CHEMICAL RELEASE REPORTING: TOXIC CHEMICAL REPORTING</u>

(these clauses are applicable to contracts exceeding $100,000)

The Contractor hereby makes the certifications contained in section (b) of the clause entitled "Certification of Toxic Chemical Release Reporting (AUG 2003)," which is contained in Section 52.223-13 of the Federal Acquisition Regulations (section 52.223-13 of title 48 of the Code of Federal Regulations) and agrees to be bound by and to comply with the clause entitled "Toxic Chemical Release Reporting (AUG 2003)," which is contained in Section 52.223-14 of the Federal Acquisition Regulations (section 52.223-14 of title 48 of the Code of Federal Regulations).

<u>NOTICE OF EMPLOYEE RIGHTS</u>

(this clause is applicable to contracts exceeding $100,000 with contractors having a formally recognized union and that are located in jurisdictions where applicable state law does not forbid enforcement of union security agreements)

The Contractor agrees to post the notice required by Chapter 470 of Title 29 of the Code of Federal Regulations, which implements Executive Order 13201.

CERTIFICATION AND DISCLOSURE REGARDING PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS

(this certification is applicable to contracts exceeding $100,000)

The Contractor hereby makes the certifications contained in Section 52.203-11 of the Federal Acquisition Regulation (section 52.203-11 of title 48 of the Code of Federal Regulations) relating to the nonuse and nonpayment of Federal appropriated funds to influence or attempt to influence the Federal transactions specified in such certification and to the completion and submission of any documentation that may be required by such certification, and agrees to include such certifications in subcontracts under this Contract.

SUBCONTRACTS FOR COMMERCIAL ITEMS

(this clause is applicable to all contracts)

The Contractor agrees to be bound by and to comply with the clause entitled "Subcontracts For Commercial Items (SEP 2006)," which is contained in Section 52.244-6 of the Federal Acquisition Regulations (section 52.244-6 of the Code of Federal Regulations) and which also requires the Contractor to be bound by and to comply with: (i) the clause entitled "Utilization of Small Business Concerns (MAY 2004)" contained in Section 52.219-8 of the Federal Acquisition Regulations (section 52.219-8 of title 48 of the Code of Federal Regulations); (ii) the clause entitled " Equal Opportunity (MAY 2002)" [probably should be "(APR 2002)"] contained in Section 52.222-26 of the Federal Acquisition Regulations (section 52.222-26 of title 48 of the Code of Federal Regulations); (iii) the clause entitled " Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (SEP 2006)" contained in Section 52.222-35 of the Federal Acquisition Regulations (section 52.222-35 of title 48 of the Code of Federal Regulations); (iv) the clause entitled "Affirmative Action for Workers with Disabilities (JUN 1998) " contained in Section 52.222-36 of the Federal Acquisition Regulations (section 52.222-36 of title 48 of the Code of Federal Regulations); (v) the clause entitled "Notification of Employee Rights Concerning Payment of Union Dues or Fees (DEC 2004)" contained in Section 52.222-39 of the Federal Acquisition Regulations (section 52.222-39 of title 48 of the Code of Federal Regulations); and (vi) the clause entitled "Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006)." If the contract between Con Edison and the Contractor is for the supply of " commercial items" as the quoted term is defined in Section 2.101 of the Federal Acquisition Regulation (section 2.101 of title 48 of the Code of Federal Regulations), then, to the extent that the clause entitled "Subcontracts For Commercial Items (SEP 2006)" lawfully requires only that the Contractor be bound by and comply with the text of such clause and the other clauses referenced therein rather than all of the provisions referenced in this Appendix A, the Contractor shall, with respect to the provisions in this Appendix A, only be required to (a) be bound by and comply with the clause entitled "Subcontracts For Commercial Items (SEP 2006)" and the clauses referenced in such clause, and (b) to make and comply with the provisions of the certifications that are referenced in this Appendix A.

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Gift Policy

Gift Policy and Unlawful Conduct: Contractor is advised that it is a strict Con Edison policy that neither employees of Con Edison nor their family members, agents, or designees, shall accept gifts, whether in the form of a payment, gratuity, service, loan, thing, promise, or any other form (collectively "Gift"), from contractors, sellers, or others transacting or seeking to transact any business with Con Edison. Accordingly, Contractor, its employees, agents and subcontractors are strictly prohibited from offering or giving any Gift to any employee of Con Edison or any employee's family member, agent, or designee, whether or not made with intent to obtain special consideration or treatment and whether or not the employee is involved in the Work to be performed under the Contract. Furthermore, Contractor is prohibited from engaging in fraudulent or unlawful conduct in the negotiation, procurement, or performance of any contract between Con Edison and the Contractor or any work performed for or on behalf of Con Edison, or in any other dealings relating to Con Edison. Contractor's breach of any obligation of this paragraph shall be a material breach of contract entitling Con Edison to, in its sole discretion, cancel all contracts between Con Edison and Contractor, remove Contractor from its list of qualified bidders, and invoke and enforce all other rights or remedies that Con Edison may have under contract or applicable law. For the purposes of this paragraph, the term "Con Edison" shall include all of Con Edison's affiliates, (including, but not limited to, O&R). Contractor shall promptly report any alleged violation of this policy to the Vice President of Purchasing or to the Ethics Helpline at 1-855-FOR-ETHX (1-855-367-3849).

337858

Signatures

Buyer
(Authorized Representative Signature)

/s/ Carl Thompson
Name CARL THOMPSON
(Title) PROJECT SPECIALIST
(Date) 9/23/2014

Supplier
(Authorized Representative Signature)

/s/ Thomas Brisbin
Name THOMAS BRISBIN
(Title) CEO
(Date) 9/23/14

Exhibit 31.1

SECTION 302 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Thomas D. Brisbin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Willdan Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2014

By: /s/ Thomas D. Brisbin
Thomas D. Brisbin
President and Chief Executive Officer

Exhibit 31.2

SECTION 302 CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Stacy B. McLaughlin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Willdan Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2014

By: /s/ Stacy B. McLaughlin
Stacy B. McLaughlin
Vice President and Chief Financial Officer

Exhibit 32.1

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. 1350, as Adopted Pursuant to § 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of Willdan Group, Inc. (the "Company") for the quarterly period ended September 26, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Thomas D. Brisbin, as President and Chief Executive Officer of the Company, and Stacy B. McLaughlin , as Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Thomas D. Brisbin
Thomas D. Brisbin
President and Chief Executive Officer
November 6, 2014

By: /s/ Stacy B. McLaughlin
Stacy B. McLaughlin
Vice President and Chief Financial Officer
November 6, 2014

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended. A signed original of this written statement required by § 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.