

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Forager Fund, L.P.</u>  (Last) (First) (Middle) 2024 3RD AVE. N SUITE 201  (Street) BIRMINGHAM AL 35203  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Willdan Group, Inc. [ WLDN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/13/2022		P		83,100	A	\$16.0205 <sup>(1)</sup>	1,461,681	D <sup>(2)</sup>	
Common Stock, par value \$0.01 per share								11,402	D <sup>(3)</sup>	
Common Stock, par value \$0.01 per share								271	D <sup>(4)</sup>	
Common Stock, par value \$0.01 per share								385,537	I	See Footnote <sup>(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Forager Fund, L.P.  
 (Last) (First) (Middle)  
 2024 3RD AVE. N  
 SUITE 201  
 (Street)  
 BIRMINGHAM AL 35203  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Kissel Edward Urban  
 (Last) (First) (Middle)  
 2024 3RD AVE. N  
 SUITE 201  
 (Street)  
 BIRMINGHAM AL 35203  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MacArthur Robert Symmes</a>		
(Last)	(First)	(Middle)
2024 3RD AVE. N		
SUITE 201		
(Street)		
BIRMINGHAM	AL	35203
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$16.015 to \$16.03, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- The shares reported are directly held by Forager Fund, L.P. (the "Fund"). Each of Messrs. Kissel and MacArthur is a principal of Forager Capital Management, LLC, the general partner of the Fund (the "GP"), and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- The shares reported are directly held by Mr. Kissel. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- The shares reported are directly held by Mr. MacArthur. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.
- The shares reported are directly held by a separate account managed by the GP. Each of Messrs. Kissel and MacArthur has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

[/s/ Robert MacArthur,](#)  
[managing member of sole](#)  
[general partner on behalf of](#)  
[Forager Fund, L.P.](#)

[12/14/2022](#)

[/s/ Edward Kissel](#)

[12/14/2022](#)

[/s/ Robert MacArthur](#)

[12/14/2022](#)

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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

Exhibit 24.1

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Edward Kissel and Johnny Wilhelm, each acting singly, to execute and file on the undersigned's behalf all Forms 3, 4 and 5 and Schedules 13D and 13G (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Willdan Group, Inc., a Delaware corporation. The authority of Edward Kissel and Johnny Wilhelm under this Statement shall continue until the undersigned is no longer required to file any of Forms 3, 4 and 5 and Schedules 13D and 13G with regard to the undersigned's ownership of or transactions in securities of Willdan Group, Inc. unless earlier revoked in writing. The undersigned acknowledges that Edward Kissel and Johnny Wilhelm are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended.

Dated: December 14, 2022

/s/ Robert MacArthur  
Robert MacArthur

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Exhibit 24.2

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Robert MacArthur and Johnny Wilhelm, each acting singly, to execute and file on the undersigned's behalf all Forms 3, 4 and 5 and Schedules 13D and 13G (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Willdan Group, Inc., a Delaware corporation. The authority of Robert MacArthur and Johnny Wilhelm under this Statement shall continue until the undersigned is no longer required to file any of Forms 3, 4 and 5 and Schedules 13D and 13G with regard to the undersigned's ownership of or transactions in securities of Willdan Group, Inc. unless earlier revoked in writing. The undersigned acknowledges that Robert MacArthur and Johnny Wilhelm are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended.

Dated: December 14, 2022

/s/ Edward Kissel  
Edward Kissel

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