

Willdan Group, Inc.
Form 8-K
November 23, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 22, 2011**

WILLDAN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction
of incorporation)

001-33076
(Commission File Number)

14-1951112
(IRS Employer
Identification No.)

2401 East Katella Avenue, Suite 300, Anaheim, California 92806

(Address of Principal Executive Offices)

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Registrant's telephone number, including area code: **(800) 424-9144**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
 - ☐ Soliciting material pursuant to Rule 14A-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01.

Other Events

On November 22, 2011, Linda L. Heil, a member of the board of directors of Willdan Group, Inc. ("Willdan"), entered into a written sales plan relating to Willdan's common stock (the "Plan") pursuant to guidance specified by Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The Plan provides for the sale of the lesser of (i) 20,000 shares of common stock per month, and (ii) the maximum number of shares permitted to be sold pursuant to Rule 144(e)(1) under the Securities Act of 1933, as amended. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds. The Plan is a part of Mrs. Heil's long-term strategy to diversify assets. The Plan has been approved by Willdan pursuant to the terms of its Insider Trading Policy. The Plan provides that no sales may be made thereunder prior to December 22, 2011 and expires on November 22, 2012, unless terminated earlier under certain specified circumstances.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WILLDAN GROUP, INC.

Date: November 23, 2011

By: /s/ Kimberly D. Gant
Kimberly D. Gant
Chief Financial Officer