

Willdan Group, Inc.  
Form 8-K  
June 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **May 31, 2013**

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**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)

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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 5.07. Submission of Matters to a Vote of Security Holders**

Willdan Group Inc. (the Company) held its Annual Meeting of Stockholders (Annual Meeting) on May 31, 2013. At the Annual Meeting, four proposals, which are described in detail in the Company's definitive proxy statement dated April 17, 2013 for the Annual Meeting (the Proxy Statement), were submitted to a vote of the stockholders. The stockholders voted to (i) elect the six director nominees named in the Proxy Statement; (ii) ratify the appointment of the Company's independent registered public accounting firm, Ernst & Young LLP (Ernst & Young); (iii) approve the non-binding resolution approving the Company's executive compensation and (iv) hold future advisory votes on executive compensation every year.

The total number of shares present in person or by proxy was equal to 56.89% of the total shares issued and outstanding, thereby constituting a quorum for the purpose of the Annual Meeting. Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present.

The results of the vote for each proposal were as follows:

**Proposal 1**

Each individual listed below was elected to serve on the Company's Board of Directors until the next annual meeting of stockholders and until his respective successor is elected and qualified, or until his earlier resignation or removal.

|                       | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|-----------------------|------------|-----------------|------------------------|
| Win Westfall          | 2,894,885  | 98,540          | 1,189,505              |
| Thomas D. Brisbin     | 2,891,620  | 101,805         | 1,189,505              |
| Raymond W. Holdsworth | 2,934,152  | 59,273          | 1,189,505              |
| Douglas J. McEachern  | 2,934,152  | 59,273          | 1,189,505              |
| Keith W. Renken       | 2,933,952  | 59,473          | 1,189,505              |
| John M. Touns         | 2,892,797  | 100,628         | 1,189,505              |

**Proposal 2**

Ratification of the Board of Directors' appointment of Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2013.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 4,145,782  | 1,922          | 35,226         |                        |

**Proposal 3**

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Approval of the non-binding advisory resolution approving the Company's executive compensation.

|            |         |        |           |  |
|------------|---------|--------|-----------|--|
| [REDACTED] |         |        |           |  |
| 2,291,936  | 661,871 | 39,618 | 1,189,505 |  |

**Proposal 4**

Advisory vote on the frequency of future advisory votes on executive compensation.

| Every Year | Every Two Years | Every Three Years | Abstain | Broker Non-Vote |
|------------|-----------------|-------------------|---------|-----------------|
| 2,406,986  | 6,867           | 159,697           | 419,875 | 1,189,505       |

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: June 3, 2013

By:

/s/ Kimberly D. Gant  
Kimberly D. Gant  
Chief Financial Officer, Senior Vice President and  
Treasurer