

Willdan Group, Inc.  
Form 4  
August 12, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wedbush Opportunity Capital, LLC

(Last) (First) (Middle)

1000 WILSHIRE BLVD., SUITE 1170

(Street)

LOS ANGELES, CA 90017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Willdan Group, Inc. [WLDN]

3. Date of Earliest Transaction (Month/Day/Year)  
08/08/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Class A Common Stock            | 08/08/2014                           |  | S                              | 73,700 D \$ 9.03  | 881,598   | I  | See Footnotes (1) (2) (3)                             |

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

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SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Wedbush Opportunity Capital, LLC<br>1000 WILSHIRE BLVD.<br>SUITE 1170<br>LOS ANGELES, CA 90017 |               | X         |         |       |
| Wedbush Opportunity Partners LP<br>1000 WILSHIRE BLVD<br>SUITE 1170<br>LOS ANGELES, CA 90017   |               | X         |         |       |
| Zhu Jeremy Qinli<br>1000 WILSHIRE BLVD.<br>STE. 1170<br>LOS ANGELES, CA 90017                  |               | X         |         |       |

## Signatures

Jeremy Q. Zhu                      08/08/2014  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

\* 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).

- (1) The securities are held directly by Wedbush Opportunity Partners, L.P. (the Fund) for the benefit of the Funds investors. Such securities may be deemed to be indirectly beneficially owned by Wedbush Opportunity Capital, LLC (the General Partner), as the general partner of the Fund, and Jeremy Q. Zhu as a Managing Director of the General Partner and lead member of the General Partners investment team that manages the Funds portfolio. Mr. Zhu, the Fund and the General Partner are the Filers. Wedbush Opportunity Capital, LLC and Jeremy Zhu, Managing Director, disclaim beneficial ownership of shares owned by Wedbush Opportunity Partners, LP, except to the extent of any pecuniary interest therein
- (2) The Filers and their affiliates report beneficial ownership in conformity with the guidelines articulated by the SEC in Release No. 34-39538 (January 12, 1998) relating to organizations such as the Filers and their affiliates, where related entities exercise voting and investment powers over securities that they hold independently from each other. The General Partners and Mr. Zhus voting and

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investment powers over the securities held by the Fund are exercised independently from all of the Filers other affiliates. The members of the Funds investment team are also compensated separately from the investment professionals of such affiliates. Further, internal policies and procedures of the Filers and their affiliates establish informational barriers that prevent the flow of information that relates to the voting and investment powers between the Filers and such affiliates.

- (3) Consequently, the Filers and such affiliates report the securities over which they hold investment and voting power separately from each other for purposes of Section 13 of the Act.

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

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