

Willdan Group, Inc.  
Form 8-K/A  
August 22, 2008

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

Washington, D.C. 20549

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**FORM 8-K/A**

(Amendment No. 1)

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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): June 9, 2008**

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**WILLDAN GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33076**  
(Commission File No.)

**14-1951112**  
(I.R.S. Employer  
Identification Number)

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

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(Address of Principal Executive Offices) (Zip Code)

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

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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 240.14d-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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**EXPLANATORY NOTE**

The purpose of this Report is to amend the Current Report on Form 8-K of Willdan Group, Inc. ( Willdan ) filed with the United States Securities and Exchange Commission on June 9, 2008 related to the acquisition of Intergy Corporation ( Intergy ) pursuant to the terms of a stock purchase agreement, dated as of June 9, 2008, by and among Willdan, Intergy, Mr. Ashish Goel and Mr. Alok (Jay) Bhalla. This Form 8-K/A amends the Form 8-K filed on June 9, 2008 by amending and restating Item 9.01 to include the financial statements and pro forma financial information required by Item 9.01 of Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

*(a) Financial Statements of Business Acquired*

(1) Audited financial statements of Intergy, including Intergy's consolidated balance sheets as of December 31, 2007 and 2006 and the related consolidated statements of income, retained earnings and cash flows for the years ended December 31, 2007 and 2006, are being filed as Exhibit 99.2 to this Form 8-K/A and are incorporated herein by reference.

(2) Unaudited financial statements of Intergy, including the consolidated statements of income and cash flows for the three months ended March 31, 2008 and 2007, are being filed as Exhibit 99.3 to this Form 8-K/A and are incorporated herein by reference.

*(b) Pro Forma Financial Information*

Unaudited pro forma condensed consolidating statements of operations for Willdan for the six months ended June 27, 2008 and for the year ended December 28, 2007, giving effect to the acquisition of Intergy, and the notes thereto, are being filed as Exhibit 99.4 to this Form 8-K/A and are incorporated herein by reference.

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(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
2.01*	Stock Purchase Agreement, dated as of June 9, 2008, by and among Willdan Group, Inc., Intergy Corporation and the Stockholders of Intergy Corporation
23.1	Consent of Naresh Arora
99.1*	Press release of Willdan Group, Inc., dated June 9, 2008
99.2	Audited Consolidated Balance Sheets of Intergy Corporation as of December 31, 2007 and 2006, and the related Consolidated Statements of Income, Retained Earnings, and Cash Flows for the years then ended, and the notes thereto.
99.3	Unaudited Consolidated Statements of Income and Cash Flows for the three months ended March 31, 2008 and 2007.
99.4	Unaudited Pro Forma Condensed Consolidating Statements of Operations for Willdan Group, Inc. for the six months ended June 27, 2008 and for the year ended December 28, 2007, and the notes thereto.

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\*Previously filed on Willdan's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2008.

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**SIGNATURES**





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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.

Date: August 21, 2008

By:

/s/ Kimberly D. Gant

Name:

Kimberly D. Gant

Title:

Chief Financial Officer and Senior Vice  
President



**EXHIBIT INDEX**

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