

Willdan Group, Inc.
Form 3
September 27, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wedbush Opportunity Capital, LLC | | | (Month/Day/Year) | Willdan Group, Inc. [WLDN] | |
| (Last) | (First) | (Middle) | 09/17/2013 | | |
| 1000 WILSHIRE BOULEVARD,Â SUITE 1140 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| LOS ANGELES,Â CAÂ 90017 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 1,066,074 | I | See footnote |
| Common Stock <u>(4)</u> | 18,656 | D | Â |

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

Edgar Filing: Willdan Group, Inc. - Form 3

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wedbush Opportunity Capital, LLC 1000 WILSHIRE BOULEVARD SUITE 1140 LOS ANGELES, CA 90017 | ^ | ^ X | ^ | ^ |
| Wedbush Opportunity Partners LP 1000 Wilshire Blvd Los Angeles, CA 90017 | ^ | ^ X | ^ | ^ |
| Zhu Jeremy Qinli 1000 WILSHIRE BLVD. LOS ANGELES, CA 90017 | ^ | ^ X | ^ | ^ |

Signatures

Jeremy Q. Zhu, Managing Director 09/27/2013

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 L.P., 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 that of 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 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 between the Filers and such affiliates of information that relates to the voting and investment powers over the securities held by the Fund and the voting and investment powers held by 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.

(4) This amount reflects the amount of securities directly held by Jeremy Q. Zhu. Each of Wedbush Opportunity Capital, LLC and Wedbush Opportunity Partners, LP disclaims beneficial ownership of all securities held by Jeremy Q. Zhu.

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

Edgar Filing: Willdan Group, Inc. - Form 3

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.