

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 08, 2014

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

**Washington, D.C. 20549**

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-8709

**Western Asset High Income Fund II Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE, 49TH FLOOR, NEW YORK, NEW YORK 10018**

(Address of principal executive offices) (Zip code)

**Robert I. Frenkel, Esq.**

**100 First Stamford Place**

**Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-888-777-0102

Date of fiscal year end: April 30

Date of reporting period: July 1, 2013 June 30, 2014



**Item 1. Proxy Voting Record**

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-08709  
 Reporting Period: 07/01/2013 - 06/30/2014  
 Western Asset High Income Fund II Inc.

===== Western Asset High Income Fund II Inc. =====

CITIGROUP INC.

Ticker: C Security ID: 172967424  
 Meeting Date: APR 22, 2014 Meeting Type: Annual  
 Record Date: FEB 24, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	Election of Directors (Majority Voting)	For	For	Management
1B.	Election of Directors (Majority Voting)	For	For	Management
1C.	Election of Directors (Majority Voting)	For	For	Management
1D.	Election of Directors (Majority Voting)	For	For	Management
1E.	Election of Directors (Majority Voting)	For	For	Management
1F.	Election of Directors (Majority Voting)	For	For	Management
1G.	Election of Directors (Majority Voting)	For	For	Management
1H.	Election of Directors (Majority Voting)	For	For	Management
1I.	Election of Directors (Majority Voting)	For	For	Management
1J.	Election of Directors (Majority Voting)	For	For	Management
1K.	Election of Directors (Majority Voting)	For	For	Management
1L.	Election of Directors (Majority Voting)	For	For	Management
1M.	Election of Directors (Majority Voting)	For	For	Management
1N.	Election of Directors (Majority Voting)	For	For	Management
2.	Ratify Appointment of Independent Auditors	For	For	Management
3.	14A Executive Compensation	For	For	Management
4.	Approve Stock Compensation Plan	For	For	Management
5.	S/H Proposal - Corporate Governance	Against	Against	Shareholder
6.	S/H Proposal - Corporate Governance	Against	Against	Shareholder
7.	S/H Proposal - Corporate Governance	Against	Against	Shareholder
8.	S/H Proposal - Access To Proxy	Against	Against	Shareholder

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 HORIZON LINES, INC.

Ticker: HRZL Security ID: 44044K309  
 Meeting Date: JUN 05, 2014 Meeting Type: Annual  
 Record Date: APR 07, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1..1	Election of Directors-JAMES LACHANCE	For	For	Management
1..2	Election of Directors-STEVEN L. RUBIN	For	For	Management
2.	Ratify Shareholder Rights Plan	For	For	Management

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3.	Ratify Appointment of Independent Auditors	For	For	Management
4.	14A Executive Compensation	For	For	Management

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LYONDELLBASELL INDUSTRIES N.V.

Ticker: LYB                      Security ID: N53745100  
 Meeting Date: APR 16, 2014      Meeting Type: Annual  
 Record Date: MAR 19, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	Election of Directors (Majority Voting)	For	For	Management
1B.	Election of Directors (Majority Voting)	For	For	Management
1C.	Election of Directors (Majority Voting)	For	For	Management
1D.	Election of Directors (Majority Voting)	For	For	Management
1E.	Election of Directors (Majority Voting)	For	For	Management
1F.	Election of Directors (Majority Voting)	For	For	Management
2A.	Election of Directors (Majority Voting)	For	For	Management
2B.	Election of Directors (Majority Voting)	For	For	Management
2C.	Election of Directors (Majority Voting)	For	For	Management
2D.	Election of Directors (Majority Voting)	For	For	Management
2E.	Election of Directors (Majority Voting)	For	For	Management
3.	Receive Directors' Report	For	For	Management
4.	Approve Director Liability Insurance	For	For	Management
5.	Approve Director Liability Insurance	For	For	Management
6.	Ratify Appointment of Independent Auditors	For	For	Management
7.	Ratify Appointment of Independent Auditors	For	For	Management
8.	Dividends	For	For	Management
9.	14A Executive Compensation	For	For	Management
10.	Allot Securities	For	For	Management
11.	Allot Securities	For	For	Management

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NORTEK, INC.

Ticker: NTK                      Security ID: 656559309  
 Meeting Date: MAY 01, 2014      Meeting Type: Annual  
 Record Date: MAR 03, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1..1	Election of Directors-JEFFREY C. BLOOMBERG	For	For	Management
1..2	Election of Directors-JAMES B. HIRSHORN	For	For	Management
1..3	Election of Directors-CHRIS A. MCWILTON	For	For	Management
2.	14A Executive Compensation	For	For	Management
3.	Ratify Appointment of Independent Auditors	For	For	Management

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REALOGY HOLDINGS CORP.

Ticker: RLGY                      Security ID: 75605Y106  
 Meeting Date: MAY 02, 2014      Meeting Type: Annual

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Record Date: MAR 07, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1..1	Election of Directors-JESSICA M. BIBLIOWICZ	For	For	Management
1..2	Election of Directors-FIONA P. DIAS	For	For	Management
2.	Declassify Board	For	For	Management
3.	Approve Charter Amendment	For	For	Management
4.	14A Executive Compensation	For	For	Management
5.	Ratify Appointment of Independent Auditors	For	For	Management

===== END NPX REPORT

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Western Asset High Income Fund II Inc.

By: /s/ Kenneth D. Fuller

Kenneth D. Fuller

Chairman, President and Chief Executive Officer

Date August 8, 2014