

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 11, 2017

**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 811-08709

**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, 2016 June 30, 2017



**Item 1. Proxy Voting Record**

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\*\*\*\*\* FORM N-PX REPORT \*\*\*\*\*

ICA File Number: 811-08709  
Reporting Period: 07/01/2016 - 06/30/2017  
Western Asset High Income Fund II Inc.

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

PACIFIC EXPLORATION & PRODUCTION CORP

Ticker: PEGFF Security ID: 69423W301  
Meeting Date: MAY 31, 2017 Meeting Type: Annual  
Record Date: APR 18, 2017

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1   | TO SET THE NUMBER OF DIRECTORS AT 6.   | For     | For       | Management |
| 2.1 | LUIS FERNANDO ALARCON  | For     | For       | Management |
| 2.2 | W. ELLIS ARMSTRONG   | For     | For       | Management |
| 2.3 | GABRIEL DE ALBA  | For     | For       | Management |
| 2.4 | RAYMOND BROMARK  | For     | For       | Management |
| 2.5 | RUSSELL FORD   | For     | For       | Management |
| 2.6 | CAMILO MARULANDA   | For     | For       | Management |
| 3   | APPOINTMENT OF ERNST & YOUNG LLP AS<br>AUDITORS OF THE CORPORATION FOR THE<br>ENSUING YEAR AND AUTHORIZING THE<br>DIRECTORS TO FIX THEIR REMUNERATION. | For     | For       | Management |

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PACIFIC EXPLORATION & PRODUCTION CORP

Ticker: PEGFF Security ID: 69423W889  
Meeting Date: MAY 31, 2017 Meeting Type: Annual  
Record Date: APR 18, 2017

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1   | TO SET THE NUMBER OF DIRECTORS AT 6.   | For     | For       | Management |
| 2.1 | LUIS FERNANDO ALARCON  | For     | For       | Management |
| 2.2 | W. ELLIS ARMSTRONG   | For     | For       | Management |
| 2.3 | GABRIEL DE ALBA  | For     | For       | Management |
| 2.4 | RAYMOND BROMARK  | For     | For       | Management |
| 2.5 | RUSSELL FORD   | For     | For       | Management |
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===== 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/ Jane Trust

Jane Trust

Chairman, President and Chief Executive Officer

Date: August 11, 2017