

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 |

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 |

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 |

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 |

REALOGY HOLDINGS CORP.

Ticker: RLG 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