

WESTERN ASSET HIGH INCOME FUND II INC.
Form N-PX
August 16, 2013

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

OMB APPROVAL
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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**
(Address of principal executive offices)

10018
(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**

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Date of fiscal year end: **April 30**

Date of reporting period: **July 1, 2012- June 30, 2013**

Item 1. Proxy Voting Record

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

ICA File Number: 811-08709

Reporting Period: 07/01/2012 - 06/30/2013

Western Asset High Income Fund II Inc.

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

CHARTER COMMUNICATIONS, INC.

Ticker: CHTR Security ID: 16117M305

Meeting Date: APR 30, 2013 Meeting Type: Annual

Record Date: MAR 01, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------|---------|-----------|------------|
| 1.1 | DIRECTOR-W. LANCE CONN | For | Withheld | Management |
| 1.2 | DIRECTOR-DARREN GLATT | For | Withheld | Management |
| 1.3 | DIRECTOR-CRAIG A. JACOBSON | For | Withheld | Management |

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| | | | | |
|------|---|-----|----------|------------|
| 1.4 | DIRECTOR-BRUCE A. KARSH | For | Withheld | Management |
| 1.5 | DIRECTOR-EDGAR LEE | For | Withheld | Management |
| 1.6 | DIRECTOR-JEFFREY A. MARCUS | For | Withheld | Management |
| 1.7 | DIRECTOR-JOHN D. MARKLEY, JR. | For | Withheld | Management |
| 1.8 | DIRECTOR-DAVID C. MERRITT | For | Withheld | Management |
| 1.9 | DIRECTOR-STAN PARKER | For | Withheld | Management |
| 1.10 | DIRECTOR-THOMAS M. RUTLEDGE | For | Withheld | Management |
| 1.11 | DIRECTOR-ERIC L. ZINTERHOFER | For | Withheld | Management |
| 2 | AN AMENDMENT INCREASING THE NUMBER OF SHARES IN THE COMPANY'S 2009 STOCK INCENTIVE PLAN. | For | Against | Management |
| 3 | THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2013. | For | For | Management |

CITIGROUP INC.

Ticker: C Security ID: 172967424

Meeting Date: APR 24, 2013 Meeting Type: Annual

Record Date: FEB 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1A. | ELECTION OF DIRECTOR: MICHAEL L. CORBAT | For | For | Management |
| 1B. | ELECTION OF DIRECTOR: FRANZ B. HUMER | For | For | Management |

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| | | | | |
|-----|--|---------|---------|-------------|
| 1C. | ELECTION OF DIRECTOR: ROBERT L. JOSS | For | For | Management |
| 1D. | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL | For | For | Management |
| 1E. | ELECTION OF DIRECTOR: JUDITH RODIN | For | For | Management |
| 1F. | ELECTION OF DIRECTOR: ROBERT L. RYAN | For | For | Management |
| 1G. | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO | For | For | Management |
| 1H. | ELECTION OF DIRECTOR: JOAN E. SPERO | For | For | Management |
| 1I. | ELECTION OF DIRECTOR: DIANA L. TAYLOR | For | For | Management |
| 1J. | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR. | For | For | Management |
| 1K. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON | For | For | Management |
| 2. | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | For | For | Management |
| 3. | ADVISORY APPROVAL OF CITI'S 2012 EXECUTIVE COMPENSATION. | For | For | Management |
| 4. | AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN (RELATING TO DIVIDEND EQUIVALENTS). | For | For | Management |
| 5. | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE. | Against | Against | Shareholder |
| 6. | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS | Against | Against | Shareholder |

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LOBBYING CONTRIBUTIONS.

7. STOCKHOLDER PROPOSAL REQUESTING THAT Against Against Shareholder
 THE BOARD INSTITUTE A POLICY TO MAKE
 IT MORE PRACTICAL TO DENY
 INDEMNIFICATION FOR DIRECTORS.

 DEEPOCEAN GROUP HOLDING BV

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: JUN 14, 2013 Meeting Type: ANNUAL

Record Date: JUN 14, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 2 | Appointment of Bart H. Heijermans (CEO) as chairman of the AGM and appointment of the secretary of the AGM | FOR | FOR | Management |
| 3 | Apporval of the agenda of the meeting | FOR | FOR | Management |
| 4 | Adoption of annual accounts 2012 and appropriation of profits | FOR | FOR | Management |
| 5 | Approval of annual report 2012 and granting discharge for the Board members for their management pursued over the financial year 2012 | FOR | FOR | Management |
| 6.A | Approval of remuneration of Board members for the period from 1 January | FOR | FOR | Management |

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2013 up to 30 June 2013

| | | | | |
|-----|--|-----|-----|------------|
| 6.B | Approval of remuneration of Board members for the period from 1 July | FOR | FOR | Management |
|-----|--|-----|-----|------------|

2013 up to 30 June 2014

| | | | | |
|---|---|-----|-----|------------|
| 7 | Implementation of the one tier board - Amendments A, B and D of the amendment to the shareholders' agreement; amendment of the articles of association of the Company and appointment of representatives to have the amendments executed; appointment of execut | FOR | FOR | Management |
|---|---|-----|-----|------------|

| | | | | |
|---|---|-----|-----|------------|
| 8 | Amendment C of the amendment to the Shareholders' Agreement | FOR | FOR | Management |
|---|---|-----|-----|------------|

HORIZON LINES, INC.

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 06, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------|---------|-----------|------------|
| 1..1 | DIRECTOR-MARTIN TUCHMAN | For | For | Management |
| 1..2 | DIRECTOR-SAMUEL A. WOODWARD | For | For | Management |
| 2. | TO APPROVE AN AMENDMENT TO THE | For | For | Management |

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COMPANY'S RESTATED CERTIFICATE OF
INCORPORATION TO INCREASE THE NUMBER
OF AUTHORIZED SHARES OF COMMON STOCK
OF THE COMPANY FROM 100,000,000 TO
150,000,000.

- | | | | | |
|----|---|-----|-----|------------|
| 3. | TO RATIFY THE ACTION OF THE COMPANY'S AUDIT COMMITTEE IN APPOINTING ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 22, 2013. | For | For | Management |
| 4. | TO ADOPT AN ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE COMPENSATION. | For | For | Management |

LYONDELLBASELL INDUSTRIES N.V.

Ticker: LYB Security ID: N53745100

Meeting Date: MAY 22, 2013 Meeting Type: Annual

Record Date: APR 24, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1..1 | DIRECTOR-JACQUES AIGRAIN | For | For | Management |
| 1..2 | DIRECTOR-SCOTT M. KLEINMAN | For | For | Management |
| 1..3 | DIRECTOR-BRUCE A. SMITH | For | For | Management |
| 2. | ADOPTION OF ANNUAL ACCOUNTS FOR 2012 | For | For | Management |

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- | | | | | |
|-----|---|-----|-----|------------|
| 3. | DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD | For | For | Management |
| 4. | DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD | For | For | Management |
| 5. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | For | For | Management |
| 6. | APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS | For | For | Management |
| 7. | APPROVAL OF COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD | For | For | Management |
| 8. | RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2012 FISCAL YEAR | For | For | Management |
| 9. | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION | For | For | Management |
| 10. | APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL | For | For | Management |
| 11. | APPROVAL TO CANCEL UP TO 10% OF SHARE CAPITAL HELD IN TREASURY | For | For | Management |
| 12. | APPROVAL TO AMEND ARTICLES OF ASSOCIATION | For | For | Management |
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LYONDELLBASELL INDUSTRIES N.V.

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Ticker: LYB Security ID: N53745100

Meeting Date: MAY 22, 2013 Meeting Type: Annual

Record Date: MAR 28, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1..1 | DIRECTOR-JACQUES AIGRAIN | For | For | Management |
| 1..2 | DIRECTOR-SCOTT M. KLEINMAN | For | For | Management |
| 1..3 | DIRECTOR-BRUCE A. SMITH | For | For | Management |
| 2. | ADOPTION OF ANNUAL ACCOUNTS FOR 2012 | For | For | Management |
| 3. | DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD | For | For | Management |
| 4. | DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD | For | For | Management |
| 5. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | For | For | Management |
| 6. | APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS | For | For | Management |
| 7. | APPROVAL OF COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD | For | For | Management |
| 8. | RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2012 FISCAL YEAR | For | For | Management |
| 9. | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION | For | For | Management |
| 10. | APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL | For | For | Management |
| 11. | APPROVAL TO CANCEL UP TO 10% OF SHARE | For | For | Management |

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CAPITAL HELD IN TREASURY

12. APPROVAL TO AMEND ARTICLES OF For For Management
ASSOCIATION

NORTEK, INC.

Ticker: NTK Security ID: 656559309

Meeting Date: MAY 09, 2013 Meeting Type: Annual

Record Date: MAR 15, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1..1 | DIRECTOR-JOHN T. COLEMAN | For | For | Management |
| 1..2 | DIRECTOR-THOMAS A. KEENAN | For | For | Management |
| 1..3 | DIRECTOR-J. DAVID SMITH | For | For | Management |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | For | For | Management |

REALOGY HOLDINGS CORP

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Ticker: RLGY Security ID: 75605Y106

Meeting Date: MAY 07, 2013 Meeting Type: ANNUAL

Record Date: MAR 14, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director | FOR | FOR | Management |
| 1.2 | Elect Director | FOR | FOR | Management |
| 1.3 | Elect Director | FOR | FOR | Management |
| 2 | Advisory vote to approve Realogy Holdings executive comensation program | FOR | FOR | Management |
| 3 | Ratifying the appointment of Pricewaterhouse Coopers LLP | FOR | FOR | Management |
| 4 | Advisory vote on the grequency of the advisory vote on executive compensation | 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.

(Registrant) Western Asset High Income Fund II Inc.

By (Signature and Title)* /s/ Kenneth D. Fuller
 Kenneth D. Fuller
 Chairman, President and Chief Executive Officer

Date August 16, 2013

* Print the name and title of each signing officer under his or her signature.
