

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 13, 2018

**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, 2017 June 30, 2018



**Item 1. Proxy Voting Record**

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

ICA File Number: 811-08709  
Reporting Period: 07/01/2017 - 06/30/2018  
Western Asset High Income Fund II Inc.

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

RED ROCK RESORTS INC

Ticker: RRR Security ID: 75700L108  
Meeting Date: JUL 06, 2017 Meeting Type: ANNUAL  
Record Date: MAY 08, 2017

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director FRANK J. FERTITTA III   | FOR     | Abstain   | Management |
| 1.2 | Elect Director LORENZO J. FERTITTA   | FOR     | Abstain   | Management |
| 1.3 | Elect Director ROBERT A. CASHELL, JR.  | FOR     | Abstain   | Management |
| 1.4 | Elect Director ROBERT E. LEWIS   | FOR     | Abstain   | Management |
| 1.5 | Elect Director JAMES E. NAVE, D.V.M.   | FOR     | Abstain   | Management |
| 2   | ADVISORY VOTE TO APPROVE THE<br>COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.   | FOR     | Abstain   | Management |
| 3   | ADVISORY VOTE TO APPROVE THE FREQUENCY<br>OF OUR FUTURE STOCKHOLDER ADVISORY<br>VOTES APPROVING THE COMPENSATION OF<br>OUR NAMED EXECUTIVE OFFICERS. | FOR     | Abstain   | Management |
| 4   | RATIFICATION OF THE APPOINTMENT OF<br>ERNST & YOUNG LLP AS OUR INDEPENDENT<br>AUDITOR FOR 2017.  | FOR     | Abstain   | 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/ Jane Trust

Jane Trust

Chairman, President and Chief Executive Officer

Date: August 13, 2018