

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

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

OMB APPROVAL  
OMB Number: 3235-0582  
Expires: January 31, 2015  
Estimated average burden  
hours per response.....9.6

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**

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**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

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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.

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 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
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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
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8	Amendment C of the amendment to the Shareholders' Agreement	FOR	FOR	Management
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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<br>AUDIT COMMITTEE IN APPOINTING ERNST &<br>YOUNG LLP AS OUR INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br>OUR FISCAL YEAR ENDING DECEMBER 22,<br>2013. | For | For | Management |
| 4. | TO ADOPT AN ADVISORY RESOLUTION TO<br>APPROVE OUR EXECUTIVE COMPENSATION.   | For | For | Management |

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

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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

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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 Realty 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

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

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