

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 17, 2015

**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, 2014 - June 30, 2015



**Item 1. Proxy Voting Record**

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

ICA File Number: 811-08709  
 Reporting Period: 07/01/2014 - 06/30/2015  
 Western Asset High Income Fund II Inc.

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

CITIGROUP INC

Ticker: C Security ID: 172967424  
 Meeting Date: APR 28, 2015 Meeting Type: ANNUAL  
 Record Date: FEB 27, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	Election of Directors - Michael L. Corbat	FOR	FOR	Management
1B.	Election of Directors - Duncan P. Hennes	FOR	FOR	Management
1C.	Election of Directors - Peter B. Henry	FOR	FOR	Management
1D.	Election of Directors - Franz B. Humer	FOR	FOR	Management
1E.	Election of Directors - Michael E. O'Neill	FOR	FOR	Management
1F.	Election of Directors - Gary M. Reiner	FOR	FOR	Management
1G.	Election of Directors - Judith Rodin	FOR	FOR	Management
1H.	Election of Directors - Anthony M. Santomero	FOR	FOR	Management
1I.	Election of Directors - Joan E. Spero	FOR	FOR	Management
1J.	Election of Directors - Diana. L. Taylor	FOR	FOR	Management
1K.	Election of Directors - William S. Thompson, Jr.	FOR	FOR	Management
1L.	Election of Directors - James S. Turley	FOR	FOR	Management
1M.	Election of Directors - 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 2015	FOR	FOR	Management
3	ADVISORY APPROVAL OF CITI'S 2014 EXECUTIVE COMPENSATION	FOR	FOR	Management
4	APPROVAL OF AN AMENDMENT TO THE CITIGROUP 2014 STOCK INCENTIVE PLAN AUTHORIZING ADDITIONAL SHARES	FOR	FOR	Management
5	STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS	FOR	FOR	Management
6	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS	AGAINST	AGAINST	Management
7	STOCKHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE GENERAL CLAWBACK	AGAINST	AGAINST	Management

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	POLICY			
8	STOCKHOLDER PROPOSAL REQUESTING A BY-LAW AMENDMENT TO EXCLUDE FROM THE BOARD OF DIRECTORS' AUDIT COMMITTEE ANY DIRECTOR WHO WAS A DIRECTOR AT A PUBLIC COMPANY WHILE THAT COMPANY FILED FOR REORGANIZATION UNDER CHAPTER 11	AGAINST	AGAINST	Management
9	STOCKHOLDER PROPOSAL REQUESTING A REPORT REGARDING THE VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO A VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE	AGAINST	AGAINST	Management

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FORD MOTOR COMPANY

Ticker: F Security ID: 345370860  
 Meeting Date: MAY 14, 2015 Meeting Type: ANNUAL  
 Record Date: MAR 17, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	Election of Directors - Stephen G. Butler	FOR	ABSTAIN	Management
1B.	Election of Directors - Kimberly A. Casiano	FOR	ABSTAIN	Management
1C.	Election of Directors - Anthony F. Earley, Jr.	FOR	ABSTAIN	Management
1D.	Election of Directors - Mark Fields	FOR	ABSTAIN	Management
1E.	Election of Directors Edsel B. Ford II	FOR	ABSTAIN	Management
1F.	Election of Directors - William Clay Ford, Jr.	FOR	ABSTAIN	Management
1G.	Election of Directors - James P. Hackett	FOR	ABSTAIN	Management
1H.	Election of Directors - James H. Hance, Jr.	FOR	ABSTAIN	Management
1I.	Election of Directors - William W. Helman IV	FOR	ABSTAIN	Management
1J.	Election of Directors - Jon M. Huntsman, Jr.	FOR	ABSTAIN	Management
1K.	Election of Directors - William E. Kennard	FOR	ABSTAIN	Management
1L.	Election of Directors - John C. Lechleiter	FOR	ABSTAIN	Management
1M.	Election of Directors - Ellen R. Marram	FOR	ABSTAIN	Management
1N.	Election of Directors - Gerald L. Shaheen	FOR	ABSTAIN	Management
1O.	Election of Directors - John L. Thornton	FOR	ABSTAIN	Management
2	Ratify Appointment of Independent Auditors	FOR	ABSTAIN	Management
3	Say on Pay - An advisory vote to approve the compensation of the named executives	FOR	ABSTAIN	Management
4	Relating to consideration of a recapitalization plan to provide that all of the company's outstanding stock have one vote per share	AGAINST	ABSTAIN	Shareholder
5	Relating to allowing holders of 20% of outstanding common stock to call	AGAINST	ABSTAIN	Shareholder

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special meetings of shareholders

### GENERAL MOTORS CO

Ticker: GM Security ID: 37045V100  
 Meeting Date: JUN 09, 2015 Meeting Type: ANNUAL  
 Record Date: APR 10, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF DIRECTOR: JOSEPH J. ASHTON	FOR	FOR	Management
1B.	ELECTION OF DIRECTOR: MARY T. BARRA	FOR	FOR	Management
1C.	ELECTION OF DIRECTOR: STEPHEN J. GIRSKY	FOR	FOR	Management
1D.	ELECTION OF DIRECTOR: LINDA R. GOODEN	FOR	FOR	Management
1E.	ELECTION OF DIRECTOR: JOSEPH JIMENEZ, JR.	FOR	FOR	Management
1F.	ELECTION OF DIRECTOR: KATHRYN V. MARINELLO	FOR	FOR	Management
1G.	ELECTION OF DIRECTOR: MICHAEL G. MULLEN	FOR	FOR	Management
1H.	ELECTION OF DIRECTOR: JAMES J. MULVA	FOR	FOR	Management
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	FOR	FOR	Management
1J.	ELECTION OF DIRECTOR: THOMAS M. SCHOEWE	FOR	FOR	Management
1K.	ELECTION OF DIRECTOR: THEODORE M. SOLSO	FOR	FOR	Management
1L.	ELECTION OF DIRECTOR: CAROL M. STEPHENSON	FOR	FOR	Management
2	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS GM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	FOR	FOR	Management
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	FOR	FOR	Management
4	INDEPENDENT BOARD CHAIRMAN	AGAINST	AGAINST	Shareholder
5	CUMULATIVE VOTING	AGAINST	AGAINST	Shareholder

### HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309  
 Meeting Date: FEB 25, 2015 Meeting Type: CONSENT  
 Record Date: JAN 27, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	FOR	FOR	Management
2	14A Extraordinary Transaction Executive Compensation	FOR	FOR	Management
3	Approve Motion to Adjourn Meeting	FOR	FOR	Management

### JPMORGAN CHASE & CO

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 19, 2015 Meeting Type: ANNUAL  
 Record Date: MAR 20, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	For	For	Management

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1B.	ELECTION OF DIRECTOR: JAMES A. BELL	For	For	Management
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	For	For	Management
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	For	For	Management
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	For	For	Management
1F.	ELECTION OF DIRECTOR: JAMES DIMON	For	For	Management
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	For	For	Management
1H.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	For	For	Management
1I.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	For	For	Management
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	For	For	Management
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	For	For	Management
2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Against	Against	Management
3	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	For	For	Management
4	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN	Against	Against	Management
5	INDEPENDENT BOARD CHAIRMAN - REQUIRE AN INDEPENDENT CHAIR	Against	For	Shareholder
6	LOBBYING - REPORT ON POLICIES, PROCEDURES AND EXPENDITURES	Against	For	Shareholder
7	SPECIAL SHAREOWNER MEETINGS - REDUCE OWNERSHIP THRESHOLD FROM 20% TO 10%	For	Against	Shareholder
8	HOW VOTES ARE COUNTED - COUNT VOTES USING ONLY FOR AND AGAINST	Against	For	Shareholder
9	ACCELERATED VESTING PROVISIONS - REPORT NAMES OF SENIOR EXECUTIVES AND VALUE OF EQUITY AWARDS THAT WOULD VEST IF THEY RESIGN TO ENTER GOVERNMENT SERVICE	Against	For	Shareholder
10	CLAWBACK DISCLOSURE POLICY - DISCLOSE WHETHER THE FIRM RECOUPED ANY INCENTIVE COMPENSATION FROM SENIOR EXECUTIVES	Against	For	Shareholder

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### LYONDELLBASELL INDUSTRIES N.V.

Ticker: LYB                      Security ID: NL0009434992  
Meeting Date: MAY 06, 2015      Meeting Type: ANNUAL  
Record Date: MAR 16, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF CLASS II SUPERVISORY DIRECTOR TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2018: ROBIN BUCHANAN	FOR	FOR	Management
1B.	ELECTION OF CLASS II SUPERVISORY DIRECTOR TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2018: STEPHEN F. COOPER	FOR	FOR	Management
1C.	ELECTION OF CLASS II SUPERVISORY DIRECTOR TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2018: ISABELLA D. GOREN	FOR	FOR	Management
1D.	ELECTION OF CLASS II SUPERVISORY DIRECTOR TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2018: ROBERT G. GWIN	FOR	FOR	Management
2A.	ELECTION OF MANAGING DIRECTOR TO SERVE A THREE-YEAR TERM: KEVIN W. BROWN	FOR	FOR	Management

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2B.	ELECTION OF MANAGING DIRECTOR TO SERVE A THREE-YEAR TERM: JEFFREY A. KAPLAN	FOR	FOR	Management
3	ADOPTION OF ANNUAL ACCOUNTS FOR 2014	FOR	FOR	Management
4	DISCHARGE FROM LIABILITY OF MEMBERS OF THE MANAGEMENT BOARD	FOR	FOR	Management
5	DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD	FOR	FOR	Management
6	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	FOR	FOR	Management
7	APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS	FOR	FOR	Management
8	RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2014 FISCAL YEAR	FOR	FOR	Management
9	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	FOR	FOR	Management
10	APPROVAL OF AUTHORITY OF THE SUPERVISORY BOARD TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES	FOR	FOR	Management
11	APPROVAL FOR THE SUPERVISORY BOARD TO LIMIT OR EXCLUDE PRE-EMPTIVE RIGHTS FROM ANY SHARES OR GRANTS OF RIGHTS TO ACQUIRE SHARES THAT IT ISSUES	FOR	FOR	Management
12	APPROVAL OF AMENDMENT TO THE LYONDELLBASELL N.V. 2012 GLOBAL EMPLOYEE STOCK PURCHASE PLAN	FOR	FOR	Management
13	APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL	FOR	FOR	Management

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MIRABELA NICKEL LTD

Ticker: MBN Security ID: AU000000MBN9  
Meeting Date: MAY 28, 2015 Meeting Type: ANNUAL  
Record Date: MAY 26, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ADOPTION OF REMUNERATION REPORT	FOR	FOR	Management
2	RE-ELECTION OF MR ROSS EDWARD GRIFFITHS AS A DIRECTOR	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/ Jane E. Trust

Jane E. Trust

Chairman, President and Chief Executive Officer

Date: August 17, 2015