

WESTERN ASSET HIGH INCOME FUND II INC.
Form N-PX
August 24, 2012

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

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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, 2011- June 30, 2012**

Item 1. Proxy Voting Record

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

ICA File Number: 811-08709

Reporting Period: 07/01/2011 - 06/30/2012

Western Asset High Income Fund II Inc.

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

DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: JUL 15, 2011 Meeting Type: SPECIAL

Record Date: JUL 13, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| N/A | Proxy to Assign Power of Attorney to New Board of Directors | FOR | FOR | Management |

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DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: AUG 31, 2011 Meeting Type: SPECIAL

Record Date: AUG 30, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| N/A | Proxies for the Power of Attorney and approval of board compensation | FOR | FOR | Management |

HORIZON LINES INC

Ticker: HRZ Security ID: 44044K101

Meeting Date: DEC 02, 2011 Meeting Type: SPECIAL

Record Date: DEC 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|--------|---|---------|-----------|------------|
| Item 1 | Proposal to amend the company's amended and restated Certificate of Incorporation to effect a 1-for-25 reverse stock split of the common stock. | FOR | FOR | Management |
| Item | Proposal to increase the number of | FOR | FOR | Management |

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2 authorized shares of common stock from
100,000,000 to 2,500,000,000.

Item Proposal to authorize the issuance of FOR FOR Management
3 warrants in lieu of cash or redemption
notes in consideration for "Excess
Shares" to facilitate compliance with
the Jones Act.

Item Proposal to transact any other FOR FOR Management
4 business as may properly come before
the Special Meeting or any adjournment
or postponement of the Special Meeting.

HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 07, 2012 Meeting Type: ANNUAL

Record Date: MAY 14, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| Item | Elect directors. | FOR | FOR | Management |
| 1 | | | | |
| Item | Proposal to approve the ratification | FOR | FOR | Management |
| 2 | of Ernst & Young LLP as the independent registered public accounting firm for year 2012. | | | |

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| | | | | |
|------|---------------------------------------|-----|-----|------------|
| Item | Proposal to an advisory resolution to | FOR | FOR | Management |
| 3 | approve executive compensation. | | | |

LYONDELLBASELL INDUSTRIES N.V.

Ticker: LYO Security ID: N53745100

Meeting Date: MAY 09, 2012 Meeting Type: ANNUAL

Record Date: MAY 03, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| Item | Elect directors. Approval of the | FOR | FOR | Management |
| 1 | Lyondellbasell Industries N.V. 2012 global employee stock purchase plan. | | | |
| Item | Adoption of annual accounts for 2011. | FOR | FOR | Management |
| 2 | | | | |
| Item | Discharge from liability of sole | FOR | FOR | Management |
| 3 | member of the management board. | | | |
| Item | Discharge from liability of sole | FOR | FOR | Management |
| 4 | member of the supervisory board. | | | |
| Item | Ratification of Pricewaterhousecoopers | FOR | FOR | Management |
| 5 | LLP as our independent registered public accounting firm. | | | |
| Item | Appointment of Pricewaterhousecoopers | FOR | FOR | Management |
| 6 | accountants N.V. as our auditors for the Dutch annual reports. | | | |

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| | | | | |
|------|--|-----|-----|------------|
| Item | Approval of compensation of the | FOR | FOR | Management |
| 7 | members of the supervisory board. | | | |
| Item | Ratification and approval of dividends | FOR | FOR | Management |
| 8 | in respect of the 2011 fiscal year. | | | |
| Item | Advisory (non-binding) vote approving | FOR | FOR | Management |
| 9 | executive compensation | | | |
| Item | Approval of the amended and restated | FOR | FOR | Management |
| 10 | Lyondellbasell Industries 2010 long-term incentive plan. | | | |
| Item | Approval of the Lyondellbasell | FOR | FOR | Management |
| 11 | Industries N.V. 2012 global employee stock purchase plan. | | | |

===== END NPX REPORT

