

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 12, 2016

**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, 2015 June 30, 2016



**Item 1. Proxy Voting Record**

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

ICA File Number: 811-08709  
 Reporting Period: 07/01/2015 - 06/30/2016  
 Western Asset High Income Fund II Inc.

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

AXTEL, S.A.B. DE C.V.

Ticker: AXTLY Security ID: 05461Y106  
 Meeting Date: MAR 28, 2016 Meeting Type: ANNUAL  
 Record Date: MAR 14, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
I	DISCUSSION AND, AS THE CASE MAY BE, APPROVAL OF THE REPORTS AND OPINION REFERRED TO IN ARTICLE 28, SECTION IV OF THE SECURITIES MARKET LAW, IN CONNECTION WITH THE FISCAL YEAR 2015.	N/A	ABSTAIN	Management
II	PROPOSAL ON THE IMPLEMENTATION OF THE RESULTS ACCOUNT FOR THE FISCAL YEAR 2015.	N/A	ABSTAIN	Management
III	APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS, AND CHAIRMAN OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE; DETERMINATION OF THEIR REMUNERATION AND RELATED AGREEMENTS.	N/A	ABSTAIN	Management
IV	DESIGNATION OF DELEGATES.	N/A	ABSTAIN	Management
V	PRESENTATION AND, IF APPLICABLE, APPROVAL OF THE MINUTE OF THE MEETING.	N/A	ABSTAIN	Management

CITIGROUP INC

Ticker: C Security ID: 172967424  
 Meeting Date: APR 26, 2016 Meeting Type: ANNUAL  
 Record Date: FEB 29, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF DIRECTOR: MICHAEL L. CORBAT	FOR	FOR	Management
1B.	ELECTION OF DIRECTOR: ELLEN M. COSTELLO	FOR	FOR	Management
1C.	ELECTION OF DIRECTOR: DUNCAN P. HENNES	FOR	FOR	Management
1D.	ELECTION OF DIRECTOR: PETER B. HENRY	FOR	FOR	Management
1E.	ELECTION OF DIRECTOR: FRANZ B. HUMER	FOR	FOR	Management
1F.	ELECTION OF DIRECTOR: RENE J. JAMES	FOR	FOR	Management
1G.	ELECTION OF DIRECTOR: EUGENE M. MCQUADE	FOR	FOR	Management
1H.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	FOR	FOR	Management

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1I.	ELECTION OF DIRECTOR: GARY M. REINER	FOR	FOR	Management
1J.	ELECTION OF DIRECTOR: JUDITH RODIN	FOR	FOR	Management
1K.	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	FOR	FOR	Management
1L.	ELECTION OF DIRECTOR: JOAN E. SPERO	FOR	FOR	Management
1M.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	FOR	FOR	Management
1N.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	FOR	FOR	Management
1O.	ELECTION OF DIRECTOR: JAMES S. TURLEY	FOR	FOR	Management
1P.	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 2016.	FOR	FOR	Management
3	ADVISORY APPROVAL OF CITI'S 2015 EXECUTIVE COMPENSATION.	FOR	FOR	Management
4	APPROVAL OF AN AMENDMENT TO THE CITIGROUP 2014 STOCK INCENTIVE PLAN AUTHORIZING ADDITIONAL SHARES.	FOR	FOR	Management
5	APPROVAL OF THE AMENDED AND RESTATED 2011 CITIGROUP EXECUTIVE PERFORMANCE PLAN.	FOR	FOR	Management
6	STOCKHOLDER PROPOSAL REQUESTING A REPORT DEMONSTRATING THE COMPANY DOES NOT HAVE A GENDER PAY GAP.	FOR	FOR	Management
7	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.	FOR	FOR	Management
8	STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD APPOINT A STOCKHOLDER VALUE COMMITTEE.	FOR	FOR	Management
9	STOCKHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE GENERAL CLAWBACK POLICY.	FOR	FOR	Management
10	STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY PROHIBITING THE VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO A VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE.	FOR	FOR	Management

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JPMORGAN CHASE & CO

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 17, 2016 Meeting Type: ANNUAL  
 Record Date: MAR 18, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	FOR	ABSTAIN	Management
1B.	ELECTION OF DIRECTOR: JAMES A. BELL	FOR	ABSTAIN	Management
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	FOR	ABSTAIN	Management
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	FOR	ABSTAIN	Management
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	FOR	ABSTAIN	Management
1F.	ELECTION OF DIRECTOR: JAMES DIMON	FOR	ABSTAIN	Management
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	FOR	ABSTAIN	Management
1H.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	FOR	ABSTAIN	Management

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1I.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	FOR	ABSTAIN	Management
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	FOR	ABSTAIN	Management
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	FOR	ABSTAIN	Management
2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	FOR	ABSTAIN	Management
3	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	FOR	ABSTAIN	Management
4	INDEPENDENT BOARD CHAIRMAN - REQUIRE AN INDEPENDENT CHAIR	FOR	ABSTAIN	Management
5	HOW VOTES ARE COUNTED - COUNT VOTES USING ONLY FOR AND AGAINST AND IGNORE ABSTENTIONS	FOR	ABSTAIN	Management
6	VESTING FOR GOVERNMENT SERVICE -PROHIBIT VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE	FOR	ABSTAIN	Management
7	APPOINT A STOCKHOLDER VALUE COMMITTEE - ADDRESS WHETHER DIVESTITURE OF ALL NON- CORE BANKING BUSINESS SEGMENTS WOULD ENHANCE SHAREHOLDER VALUE	FOR	ABSTAIN	Management
8	CLAWBACK AMENDMENT - DEFER COMPENSATION FOR 10 YEARS TO HELP SATISFY ANY MONETARY PENALTY ASSOCIATED WITH VIOLATION OF LAW	FOR	ABSTAIN	Management
9	EXECUTIVE COMPENSATION PHILOSOPHY - ADOPT A BALANCED EXECUTIVE COMPENSATION PHILOSOPHY WITH SOCIAL FACTORS TO IMPROVE THE FIRM'S ETHICAL CONDUCT AND PUBLIC REPUTATION	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 12, 2016