

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