

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<br>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<br>THE MANAGEMENT BOARD  | FOR | FOR | Management |
| 5   | DISCHARGE FROM LIABILITY OF MEMBERS OF<br>THE SUPERVISORY BOARD   | FOR | FOR | Management |
| 6   | RATIFICATION OF PRICEWATERHOUSECOOPERS<br>LLP AS OUR INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM   | FOR | FOR | Management |
| 7   | APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>ACCOUNTANTS N.V. AS OUR AUDITOR FOR<br>THE DUTCH ANNUAL ACCOUNTS   | FOR | FOR | Management |
| 8   | RATIFICATION AND APPROVAL OF DIVIDENDS<br>IN RESPECT OF THE 2014 FISCAL YEAR  | FOR | FOR | Management |
| 9   | ADVISORY (NON-BINDING) VOTE APPROVING<br>EXECUTIVE COMPENSATION   | FOR | FOR | Management |
| 10  | APPROVAL OF AUTHORITY OF THE<br>SUPERVISORY BOARD TO ISSUE SHARES OR<br>GRANT RIGHTS TO ACQUIRE SHARES  | FOR | FOR | Management |
| 11  | APPROVAL FOR THE SUPERVISORY BOARD TO<br>LIMIT OR EXCLUDE PRE-EMPTIVE RIGHTS<br>FROM ANY SHARES OR GRANTS OF RIGHTS TO<br>ACQUIRE SHARES THAT IT ISSUES | FOR | FOR | Management |
| 12  | APPROVAL OF AMENDMENT TO THE<br>LYONDELLBASELL N.V. 2012 GLOBAL<br>EMPLOYEE STOCK PURCHASE PLAN   | FOR | FOR | Management |
| 13  | APPROVAL TO REPURCHASE UP TO 10% OF<br>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<br>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