

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 11, 2017

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, 2016 June 30, 2017

Item 1. Proxy Voting Record

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

ICA File Number: 811-08709
Reporting Period: 07/01/2016 - 06/30/2017
Western Asset High Income Fund II Inc.

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

PACIFIC EXPLORATION & PRODUCTION CORP

Ticker: PEGFF Security ID: 69423W301
Meeting Date: MAY 31, 2017 Meeting Type: Annual
Record Date: APR 18, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1 | TO SET THE NUMBER OF DIRECTORS AT 6. | For | For | Management |
| 2.1 | LUIS FERNANDO ALARCON | For | For | Management |
| 2.2 | W. ELLIS ARMSTRONG | For | For | Management |
| 2.3 | GABRIEL DE ALBA | For | For | Management |
| 2.4 | RAYMOND BROMARK | For | For | Management |
| 2.5 | RUSSELL FORD | For | For | Management |
| 2.6 | CAMILO MARULANDA | For | For | Management |
| 3 | APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | For | For | Management |

PACIFIC EXPLORATION & PRODUCTION CORP

Ticker: PEGFF Security ID: 69423W889
Meeting Date: MAY 31, 2017 Meeting Type: Annual
Record Date: APR 18, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1 | TO SET THE NUMBER OF DIRECTORS AT 6. | For | For | Management |
| 2.1 | LUIS FERNANDO ALARCON | For | For | Management |
| 2.2 | W. ELLIS ARMSTRONG | For | For | Management |
| 2.3 | GABRIEL DE ALBA | For | For | Management |
| 2.4 | RAYMOND BROMARK | For | For | Management |
| 2.5 | RUSSELL FORD | For | For | Management |
| 2.6 | CAMILO MARULANDA | For | For | Management |
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===== 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 11, 2017