

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 13, 2018

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, 2017 June 30, 2018

Item 1. Proxy Voting Record

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

ICA File Number: 811-08709
Reporting Period: 07/01/2017 - 06/30/2018
Western Asset High Income Fund II Inc.

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RED ROCK RESORTS INC

Ticker: RRR Security ID: 75700L108
Meeting Date: JUL 06, 2017 Meeting Type: ANNUAL
Record Date: MAY 08, 2017

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director FRANK J. FERTITTA III	FOR	Abstain	Management
1.2	Elect Director LORENZO J. FERTITTA	FOR	Abstain	Management
1.3	Elect Director ROBERT A. CASHELL, JR.	FOR	Abstain	Management
1.4	Elect Director ROBERT E. LEWIS	FOR	Abstain	Management
1.5	Elect Director JAMES E. NAVE, D.V.M.	FOR	Abstain	Management
2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	FOR	Abstain	Management
3	ADVISORY VOTE TO APPROVE THE FREQUENCY OF OUR FUTURE STOCKHOLDER ADVISORY VOTES APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	FOR	Abstain	Management
4	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR 2017.	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 13, 2018