

WESTERN ASSET HIGH INCOME FUND II INC.

Form DEFA14A

August 15, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐

Preliminary Proxy Statement

☐

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐

Definitive Proxy Statement

☒

Definitive Additional Materials

☐

Soliciting Material Pursuant to §240.14a-12

WESTERN ASSET HIGH INCOME FUND II INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒

No fee required.

[]

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)

Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

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Fee paid previously with preliminary materials.

[]

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-1 1(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

WESTERN ASSET ZENIX INCOME FUND INC.

August 15, 2008

YOUR IMMEDIATE ATTENTION IS REQUESTED

Dear Shareholder:

Our records indicate that we have not received your vote on important proposals affecting your investment in the Western Asset Zenix Income Fund Inc. For the reasons set forth in the proxy materials previously delivered to you, **THE FUND'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF THE PROPOSALS AND BELIEVES THE PROPOSALS ARE IN THE BEST INTEREST OF THE FUND'S SHAREHOLDERS.**

YOUR VOTE IS IMPORTANT! Please take a moment now to vote your shares. For your convenience, we are enclosing another proxy card along with a pre-paid postage envelope.

Choose **ONE** of the following methods to vote your shares:

1.

TO SPEAK TO A PROXY VOTING SPECIALIST: Dial **1-866-414-6349** and a representative from Broadridge (the Fund's proxy solicitor) will assist you with voting your shares and answer any of your proxy related questions. *Specialists are available Mon - Fri: 9:30am to 9:00pm, Sat: 12:00pm to 6:00pm*

2.

VOTE BY TOUCH-TONE: Dial the **TOLL-FREE** touch-tone voting number listed on your proxy card, enter the **CONTROL NUMBER** printed on your proxy card and follow the simple instructions. Telephone voting is available 24 hours a day, 7 days a week.

3.

VOTE VIA INTERNET: Go to the website listed on your proxy card, enter the **CONTROL NUMBER** printed on your proxy card and follow the simple instructions.

4.

VOTE BY MAIL: Sign and date the enclosed proxy card and mail it back using the enclosed pre-paid postage envelope

YOUR VOTE IS IMPORTANT, PLEASE VOTE YOUR SHARES TODAY!