

WESTERN ASSET HIGH INCOME FUND II INC.  
Form 8-K  
May 23, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 23, 2007

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

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**811-08709**  
(Commission File Number)

**13-3998455**  
(IRS Employer  
Identification No.)

**125 Broad Street, New York, New York**  
(Address of principal executive offices)

**10004**  
(Zip Code)  
Registrant's telephone number, including area code (212) 291-2556

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Western Asset High Income Fund II Inc.**

**CURRENT REPORT ON FORM 8-K**

**Item 8.01 Other Events.**

On May 23, 2007, Western Asset High Income Fund II Inc. (the Fund ) issued a press release announcing changes, to be effective as of June 1, 2007, in its non-fundamental investment policies relating to the Fund's definition of emerging market country.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
Number**

99.1 Press Release of the Fund dated May 23, 2007.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Western Asset High Income Fund II Inc.  
(Registrant)

Date: May 23, 2007

/s/ William Renahan  
(Signature)

Name: William Renahan  
Title: Assistant Secretary

**EXHIBIT INDEX**

**Exhibit  
Number**

99.1 Press Release of the Fund dated May 23, 2007.

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