

WESTERN ASSET HIGH INCOME FUND II INC.  
Form SC 13D/A  
April 18, 2019

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

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

**Western Asset High Income Fund II, Inc.**  
(Name of Issuer)

Common Shares, \$0.0001 par value  
(Title of Class of Securities)

95766J102  
(CUSIP Number)

Saba Capital Management, L.P.  
405 Lexington Avenue  
58th Floor  
New York, NY 10174  
Attention: Michael D'Angelo  
(212) 542-4635

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 18, 2019  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [X]

(Page 1 of 10 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 95766J102

SCHEDULE 13D/A

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|  |  |  |
|--|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON<br>Saba Capital Management, L.P.  |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/>   |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | SOURCE OF FUNDS<br><br>OO (see Item 3)   |  |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)<br><br><input type="checkbox"/> |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | <b>7</b>   | SOLE VOTING POWER<br><br>-0-               |
|  | <b>8</b>   | SHARED VOTING POWER<br><br>10,659,063      |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br><br>-0-          |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br><br>10,659,063 |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON<br><br>10,659,063   |  |
| <b>12</b>  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>                      |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>12.42% <sup>1</sup>  |  |
| <b>14</b>  |  |  |

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| TYPE OF REPORTING PERSON |
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| PN; IA |
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<sup>1</sup> The percentages used herein are calculated based upon 85,837,563 shares of common stock outstanding as of 10/31/2018, as disclosed in the company's Form N-CSR filed 1/24/2019.

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CUSIP No. 95766J102

SCHEDULE 13D/A

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|--|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON<br>Boaz R. Weinstein  |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/>   |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | SOURCE OF FUNDS<br><br>OO (see Item 3)   |  |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)<br><br><input type="checkbox"/> |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | <b>7</b>   | SOLE VOTING POWER<br><br>-0-               |
|  | <b>8</b>   | SHARED VOTING POWER<br><br>10,659,063      |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br><br>-0-          |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br><br>10,659,063 |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON<br><br>10,659,063   |  |
| <b>12</b>  | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><br><input type="checkbox"/>                      |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>12.42 <sup>1</sup>   |  |
| <b>14</b>  |  |  |

|                          |
|--------------------------|
| TYPE OF REPORTING PERSON |
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| IN |
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<sup>1</sup> The percentages used herein are calculated based upon 85,837,563 shares of common stock outstanding as of 10/31/2018, as disclosed in the company's Form N-CSR filed 1/24/2019.

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**Item 1. SECURITY AND ISSUER**

This Amendment No. 1 amends and supplements the statement on Schedule 13D filed with the SEC on 3/14/19, with respect to the common shares of Western Asset High Income Fund II. This Amendment No. 1 amends Items 3, 4, and 5 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Funds for the purchase of the Common Shares were derived from the subscription proceeds from investors and the capital appreciation thereon and margin account borrowings made in the ordinary course of business. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account, which may exist from time to time. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Shares reported herein. A total of \$68,091,649 was paid to acquire the Common Shares reported herein.

**Item 4. PURPOSE OF TRANSACTION**

The Reporting Persons may engage in discussions with management, the Board of Trustees (the Board), other shareholders of the Issuer and other relevant parties, including representatives of any of the foregoing, concerning the Reporting Persons' investment in the Common Shares and the Issuer, including, without limitation, matters concerning the Issuer's business, operations, board appointments, governance, performance, management, capitalization, trading of the Common Shares at a discount to the Issuer's net asset value and strategic plans and matters relating to the open or closed end nature of the Issuer and timing of any potential liquidation of the Issuer. The Reporting Persons may exchange information with any persons pursuant to appropriate confidentiality or similar agreements or otherwise, work together with any persons pursuant to joint agreements or otherwise, propose changes in the Issuer's business, operations, board appointments, governance, management, capitalization, strategic plans or matters relating to the open or closed end nature of the Issuer or timing of any potential liquidation of the Issuer, or propose or engage in one or more other actions set forth herein.

On April 17, 2019, Saba Capital submitted to the Issuer a proposal (the Proposal) pursuant to Rule 14a-8 promulgated under the Act. The Proposal requests that the Board take all necessary steps in its power to declassify the Board so that all directors are elected on an annual basis starting at the next annual meeting of shareholders. Such declassification shall be completed in a manner that does not affect the unexpired terms of the previously elected trustees. The foregoing description of the Proposal is qualified in its entirety by the full text of the Proposal, a copy of which is attached as Exhibit 1 hereto and incorporated by reference herein

The Reporting Persons intend to review their investment in the Issuer on a continuing

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basis. Depending on various factors, including, without limitation, the outcome of any discussions referenced above, the Issuer's financial position and strategic direction, actions taken by management or the Board of Directors, price levels of the Common Shares, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including, without limitation, purchasing additional Common Shares or selling some or all of their Common Shares, engaging in short selling of or any hedging or similar transactions with respect to the Common Shares and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect to their investment in the Common Shares.

The Reporting Persons have not entered into any agreement with any third party to act together for the purpose of acquiring, holding, voting or disposing of the Common Shares reported herein.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D/A for the aggregate number of Common Shares and percentages of the Common Shares beneficially owned by each of the Reporting Persons. The percentages used in this Schedule 13D/A are calculated based upon 85,837,563 shares of common stock outstanding as of 10/31/2018, as disclosed in the company's Form N-CSR filed 1/24/2019.
  - (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of Common Shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
  - (c) The transactions in the Shares effected since the filing of the Schedule 13D by Saba Capital on behalf of the Reporting Persons, which were all in the open market, are set forth in Schedule A, and are incorporated herein by reference.
  - (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such Common Shares.
  - (e) Not applicable.
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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 18, 2019

SABA CAPITAL MANAGEMENT, L.P.

/s/ Michael D'Angelo

Name: Michael D'Angelo

Title: Chief Compliance Officer

BOAZ R. WEINSTEIN

/s/ Michael D'Angelo

Name: Michael D'Angelo

Title: Attorney-in-fact\*

\* Pursuant to a power of attorney dated as of November 16, 2015, which is incorporated herein by reference to Exhibit 2 to the Schedule 13G filed by the Reporting Persons on December 28, 2015, accession number: 0001062993-15-006823

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**EXHIBIT 1**

April 18, 2019

**VIA EMAIL**

Mr. Robert I. Frenkel  
Secretary and Chief Legal Officer  
Western Asset High Income Fund II Inc.  
c/o Jane Trust, Legg Mason,  
100 International Drive, 11<sup>th</sup> Floor,  
Baltimore, Maryland 21202

**Re: Western Asset High Income Fund II Inc. (the Trust )**

Dear Mr. Frenkel:

Saba Capital Management, L.P. (Saba), as investment advisor to and on behalf of Saba Capital Master Fund, Ltd (the Fund and together with Saba, the Saba Group), the owner of 10,592,686 shares of Trust, hereby submits the following proposal on behalf of the Fund pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), for presentation to the Trust's shareholders at the Trust's next annual shareholder's meeting to be held in 2019, or any postponement or adjournment or special meeting held in lieu thereof (the Meeting).

Saba's proposal (the Proposal) pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (the Exchange Act) is as follows:

**PROPOSAL**

RESOLVED, that the shareholders of Western Asset High Income Fund II Inc. (the Trust) request that the Board of Trustees of the Trust (the Board) take all necessary steps in its power to declassify the Board so that trustees are elected on an annual basis starting at the next annual meeting of shareholders. Such declassification shall be completed in a manner that does not affect the unexpired terms of the previously elected trustees.

**SUPPORTING STATEMENT**

**Corporate Governance**

We believe the annual election of all trustees encourages board accountability to its shareholders and when trustees are held accountable for their actions, they perform better. This view is shared by most shareholders and institutional investors, who believe it to be the standard

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for corporate governance best practices. The vast majority of companies in the S&P 500 and Russell 1000 indexes elect all board members annually.

Currently, the Board is divided into three classes serving staggered three-year terms. It is our belief that the classification of the Board is strong proof that the Board is not acting in the best interests of shareholders. A classified board protects the incumbents, which in turn limits accountability to shareholders.

We are committed to improving the corporate governance of the Trust for the benefit of all shareholders. Declassification of the Board is a positive step which will allow more productive shareholder engagement and will help the Trust achieve its optimal valuation.

Saba has submitted a shareholder proposal to declassify the Board of the Trust, in an attempt to allow the Board to operate freely and in the best interest of shareholders.

For a greater voice in the Trust's corporate governance and to increase the accountability of the Board to shareholders, we urge you to vote **FOR** this proposal.

**END OF PROPOSAL**

As is required by Rule 14a-8 under the Exchange Act, attached is letter from National Financial Services verifying that the Fund continuously and beneficially owned shares having a market value of \$2,000 or more for at least one year prior to the date of the submission of the above Proposal. As of the date hereof, the Fund has continuously held the required number of shares for over a one-year period. The Fund intends to continue to hold the shares referenced through the date of the Meeting.

Saba represents that, as investment advisor to the Fund, Saba holds beneficial interest in all shares held by the Fund, including full economic interest in such shares along with the power to invest, vote, or direct the vote of such shares and has full power and authority to submit the Proposal on the Fund's behalf.

Please notify us as soon as possible if you would like any further information or if you believe this notice is deficient in any way or if additional information is required so that Saba may promptly provide it to you in order to cure any deficiency.

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Thank you for your time and consideration.

Sincerely,

Michael D Angelo  
General Counsel

Cc: The Board of Trustees of the Trust  
Eleazer Klein, Schulte Roth & Zabel LLP

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Schedule A

This Schedule sets forth information with respect to each purchase and sale of Shares which were effectuated by a Reporting Person since the Schedule 13D filing on 3/14/2019. All transactions were effectuated in the open market through a broker.

| <b>Date</b> | <b>Side</b> | <b>Shares</b> | <b>Price</b> |
|-------------|-------------|---------------|--------------|
| 04/17/19    | Buy         | 21,487        | 6.59         |
| 04/16/19    | Buy         | 11,866        | 6.64         |
| 04/15/19    | Buy         | 33,024        | 6.62         |
| 04/12/19    | Buy         | 22,332        | 6.60         |
| 04/10/19    | Buy         | 58,174        | 6.60         |
| 04/09/19    | Buy         | 14,509        | 6.57         |
| 04/04/19    | Buy         | 20,000        | 6.56         |

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