

Western Asset High Yield Defined Opportunity Fund Inc.  
Form N-PX  
August 16, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

OMB APPROVAL  
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Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-22444**

**Western Asset High Yield Defined Opportunity Fund Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,  
49TH FLOOR,  
NEW YORK, NEW YORK**  
(Address of principal executive offices)

**10018**  
(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**

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Date of fiscal year end: **August 31**

Date of reporting period: **July 1, 2012- June 30, 2013**

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**Item 1. Proxy Voting Record**

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

ICA File Number: 811-22444

Reporting Period: 07/01/2012 - 06/30/2013

Western Asset High Yield Defined Opportunity Fund Inc.

===== Western Asset High Yield Defined Opportunity Fund Inc. =====

CITIGROUP INC.

Ticker: C Security ID: 172967424

Meeting Date: APR 24, 2013 Meeting Type: Annual

Record Date: FEB 25, 2013

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1A. | ELECTION OF DIRECTOR: MICHAEL L. CORBAT | For     | For       | Management |
| 1B. | ELECTION OF DIRECTOR: FRANZ B. HUMER    | For     | For       | Management |
| 1C. | ELECTION OF DIRECTOR: ROBERT L. JOSS    | For     | For       | Management |

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|     |  |         |         |             |
|-----|--|---------|---------|-------------|
| 1D. | ELECTION OF DIRECTOR: MICHAEL E.<br><br>O'NEILL  | For     | For     | Management  |
| 1E. | ELECTION OF DIRECTOR: JUDITH RODIN   | For     | For     | Management  |
| 1F. | ELECTION OF DIRECTOR: ROBERT L. RYAN   | For     | For     | Management  |
| 1G. | ELECTION OF DIRECTOR: ANTHONY M.<br><br>SANTOMERO  | For     | For     | Management  |
| 1H. | ELECTION OF DIRECTOR: JOAN E. SPERO  | For     | For     | Management  |
| 1I. | ELECTION OF DIRECTOR: DIANA L. TAYLOR  | For     | For     | Management  |
| 1J. | ELECTION OF DIRECTOR: WILLIAM S.<br><br>THOMPSON, JR.  | For     | For     | Management  |
| 1K. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO<br><br>PONCE DE LEON   | For     | For     | Management  |
| 2.  | PROPOSAL TO RATIFY THE SELECTION OF<br><br>KPMG LLP AS CITI'S INDEPENDENT<br><br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br><br>2013.                    | For     | For     | Management  |
| 3.  | ADVISORY APPROVAL OF CITI'S 2012<br><br>EXECUTIVE COMPENSATION.  | For     | For     | Management  |
| 4.  | AMENDMENT TO THE CITIGROUP 2009 STOCK<br><br>INCENTIVE PLAN (RELATING TO DIVIDEND<br><br>EQUIVALENTS).   | For     | For     | Management  |
| 5.  | STOCKHOLDER PROPOSAL REQUESTING THAT<br><br>EXECUTIVES RETAIN A SIGNIFICANT<br><br>PORTION OF THEIR STOCK UNTIL REACHING<br><br>NORMAL RETIREMENT AGE. | Against | Against | Shareholder |
| 6.  | STOCKHOLDER PROPOSAL REQUESTING A<br><br>REPORT ON LOBBYING AND GRASSROOTS<br><br>LOBBYING CONTRIBUTIONS.  | Against | Against | Shareholder |

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7. STOCKHOLDER PROPOSAL REQUESTING THAT      Against      Against      Shareholder  
 THE BOARD INSTITUTE A POLICY TO MAKE  
 IT MORE PRACTICAL TO DENY  
 INDEMNIFICATION FOR DIRECTORS.

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 HORIZON LINES, INC.

Ticker:            HRZL                      Security ID: 44044K309

Meeting Date: JUN 06, 2013      Meeting Type: Annual

Record Date: APR 08, 2013

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1..1 | DIRECTOR-MARTIN TUCHMAN   | For     | For       | Management |
| 1..2 | DIRECTOR-SAMUEL A. WOODWARD   | For     | For       | Management |
| 2.   | TO APPROVE AN AMENDMENT TO THE<br><br>COMPANY'S RESTATED CERTIFICATE OF<br><br>INCORPORATION TO INCREASE THE NUMBER<br><br>OF AUTHORIZED SHARES OF COMMON STOCK<br><br>OF THE COMPANY FROM 100,000,000 TO<br><br>150,000,000. | For     | For       | Management |
| 3.   | TO RATIFY THE ACTION OF THE COMPANY'S<br><br>AUDIT COMMITTEE IN APPOINTING ERNST &<br><br>YOUNG LLP AS OUR INDEPENDENT<br><br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br><br>OUR FISCAL YEAR ENDING DECEMBER 22,                | For     | For       | Management |

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2013.

4. TO ADOPT AN ADVISORY RESOLUTION TO For For Management  
APPROVE OUR EXECUTIVE COMPENSATION.

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REALOGY HOLDINGS CORP

Ticker: RLGY Security ID: 75605Y106

Meeting Date: MAY 07, 2013 Meeting Type: ANNUAL

Record Date: MAR 14, 2013

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director   | FOR     | FOR       | Management |
| 1.2 | Elect Director   | FOR     | FOR       | Management |
| 1.3 | Elect Director   | FOR     | FOR       | Management |
| 2   | Advisory vote to approve Realogy<br>Holdings executive comensation program       | FOR     | FOR       | Management |
| 3   | Ratifying the appointment of<br>Pricewaterhouse Coopers LLP                      | FOR     | FOR       | Management |
| 4   | Advisory vote on the grequency of the<br>advisory vote on executive compensation | FOR     | FOR       | Management |

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SEAT PAGINE GIALLE SPA

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Ticker: PGIM Security ID: XS0482702395

Meeting Date: JUN 11, 2013 Meeting Type: ANNUAL

Record Date: MAY 31, 2013

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| A | Appointment of the Representative of the holders of the non-convertible notes " 550,000,000 10 1/2 Senior Secured Notes due 2017" (rappresentante comune degli obbligazionisti) for the fiscal years 2013-2014-2015 and determination of his compensation | FOR     | ABSTAIN   | Management |

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SEAT PAGINE GIALLE SPA, MILANO

Ticker: Security ID: T8380HAA2

Meeting Date: JUN 12, 2013 Meeting Type: Ordinary General Meeting

Record Date: MAY 31, 2013

| #    | Proposal   | Mgt Rec | Vote Cast    | Sponsor    |
|------|--|---------|--------------|------------|
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 11 JUN-2013 TO 12 JUN 2013. IF YOU HAVE | None    | Did not vote | Management |



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ALREADY SENT IN YOUR VOTES, PLEASE DO  
NOT RETURN THIS PROXY FORM UNLESS YOU  
DECIDE TO AMEND YOUR ORIGINAL  
INSTRUCTIONS. THANK YOU.

|   |  |         |         |            |
|---|--|---------|---------|------------|
| 1 | Appointment of the Joint<br>Representative of the holders of the<br>bonds of the non-convertible<br>debentures "EUR 550,000,000" 10 1/2<br>senior security note due 2017 for the<br>financial years 2013-2015 and decision<br>on concerned payment | Unknown | Abstain | Management |
|---|--|---------|---------|------------|

|      |  |      |              |            |
|------|--|------|--------------|------------|
| CMMT | PLEASE NOTE THAT THE ITALIAN LANGUAGE<br>AGENDA IS AVAILABLE BY CLICKING ON THE<br>URL LINK: <a href="https://materials.proxyvote.com/Approved/99999">https://materials.proxyvote.com/Approved/99999</a><br>Z/19840101/NPS_168707.P-DF | None | Did not vote | Management |
|------|--|------|--------------|------------|

|      |                     |      |              |            |
|------|---------------------|------|--------------|------------|
| CMMT | DELETION OF COMMENT | None | Did not vote | 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.

(Registrant) Western Asset High Yield Defined Opportunity Fund Inc.

By (Signature and Title)\* /s/ Kenneth D. Fuller  
Kenneth D. Fuller  
Chairman, President and Chief Executive Officer

Date August 16, 2013

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\* Print the name and title of each signing officer under his or her signature.

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