

Western Asset High Yield Defined Opportunity Fund Inc.  
Form N-PX  
August 17, 2015

**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 811-22444

**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 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: August 31

Date of reporting period: July 1, 2014 - June 30, 2015



**Item 1. Proxy Voting Record**

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

ICA File Number: 811-22444  
 Reporting Period: 07/01/2014 - 06/30/2015  
 Western Asset High Yield Defined Opportunity Fund Inc.

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

BARCLAYS PLC

Ticker: BCS Security ID: 06738E204  
 Meeting Date: APR 23, 2015 Meeting Type: ANNUAL  
 Record Date: MAR 20, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RECEIVE THE REPORTS OF THE DIRECTORS AND AUDITORS AND THE AUDITED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014.	FOR	ABSTAIN	Management
2	TO APPROVE THE DIRECTORS' REMUNERATION REPORT (OTHER THAN THE PART CONTAINING THE ABRIDGED DIRECTORS' REMUNERATION POLICY) FOR THE YEAR ENDED 31 DECEMBER 2014.	FOR	ABSTAIN	Management
3	TO APPOINT CRAWFORD GILLIES AS A DIRECTOR OF THE COMPANY	FOR	ABSTAIN	Management
4	TO APPOINT JOHN MCFARLANE AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
5	TO REAPPOINT MIKE ASHLEY AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
6	TO REAPPOINT TIM BREEDON AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
7	TO REAPPOINT REUBEN JEFFERY III AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
8	TO REAPPOINT ANTONY JENKINS AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
9	TO REAPPOINT WENDY LUCAS-BULL AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
10	TO REAPPOINT TUSHAR MORZARIA AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
11	TO REAPPOINT DAMBISA MOYO AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
12	TO REAPPOINT FRITS VAN PAASSCHEN AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
13	TO REAPPOINT SIR MICHAEL RAKE AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
14	TO REAPPOINT STEVE THIEKE AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
15	TO REAPPOINT DIANE DE SAINT VICTOR AS A DIRECTOR OF THE COMPANY.	FOR	ABSTAIN	Management
16	TO REAPPOINT PRICEWATERHOUSECOOPERS	FOR	ABSTAIN	Management

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	LLP AS AUDITORS OF THE COMPANY.			
17	TO AUTHORISE THE DIRECTORS TO SET THE REMUNERATION OF THE AUDITORS.	FOR	ABSTAIN	Management
18	TO AUTHORISE THE COMPANY AND ITS SUBSIDIARIES TO MAKE POLITICAL DONATIONS AND INCUR POLITICAL EXPENDITURE.	FOR	ABSTAIN	Management
19	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES AND EQUITY SECURITIES.	FOR	ABSTAIN	Management
20	TO AUTHORISE THE DIRECTORS TO ALLOT EQUITY SECURITIES FOR CASH OR TO SELL TREASURY SHARES OTHER THAN ON A PRO RATA BASIS TO SHAREHOLDERS.	FOR	ABSTAIN	Management
21	TO AUTHORISE THE DIRECTORS TO ALLOT EQUITY SECURITIES IN RELATION TO THE ISSUANCE OF CONTINGENT EQUITY CONVERSION NOTES.	FOR	ABSTAIN	Management
22	TO AUTHORISE THE DIRECTORS TO ALLOT EQUITY SECURITIES FOR CASH OTHER THAN ON A PRO RATA BASIS TO SHAREHOLDERS IN RELATION TO THE ISSUANCE OF CONTINGENT EQUITY CONVERSION NOTES.	FOR	ABSTAIN	Management
23	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES.	FOR	ABSTAIN	Management
24	TO AUTHORISE THE DIRECTORS TO CALL GENERAL MEETINGS (OTHER THAN AN AGM) ON NOT LESS THAN 14 CLEAR DAYS' NOTICE.	FOR	ABSTAIN	Management

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CITIGROUP INC

Ticker: C Security ID: 172967424  
 Meeting Date: APR 28, 2015 Meeting Type: ANNUAL  
 Record Date: FEB 27, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	Election of Directors - Michael L. Corbat	FOR	FOR	Management
1B.	Election of Directors - Duncan P. Hennes	FOR	FOR	Management
1C.	Election of Directors - Peter B. Henry	FOR	FOR	Management
1D.	Election of Directors - Franz B. Humer	FOR	FOR	Management
1E.	Election of Directors - Michael E. O'Neill	FOR	FOR	Management
1F.	Election of Directors - Gary M. Reiner	FOR	FOR	Management
1G.	Election of Directors - Judith Rodin	FOR	FOR	Management
1H.	Election of Directors - Anthony M. Santomero	FOR	FOR	Management
1I.	Election of Directors - Joan E. Spero	FOR	FOR	Management
1J.	Election of Directors - Diana L. Taylor	FOR	FOR	Management
1K.	Election of Directors - William S. Thompson, Jr.	FOR	FOR	Management
1L.	Election of Directors - James S. Turley	FOR	FOR	Management
1M.	Election of Directors - Ernesto Zedillo Ponce de leon	FOR	FOR	Management
2	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	FOR	FOR	Management

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3	ADVISORY APPROVAL OF CITI'S 2014 EXECUTIVE COMPENSATION	FOR	FOR	Management
4	APPROVAL OF AN AMENDMENT TO THE CITIGROUP 2014 STOCK INCENTIVE PLAN AUTHORIZING ADDITIONAL SHARES	FOR	FOR	Management
5	STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS	FOR	FOR	Management
6	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS	AGAINST	AGAINST	Management
7	STOCKHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE GENERAL CLAWBACK POLICY	AGAINST	AGAINST	Management
8	STOCKHOLDER PROPOSAL REQUESTING A BY-LAW AMENDMENT TO EXCLUDE FROM THE BOARD OF DIRECTORS' AUDIT COMMITTEE ANY DIRECTOR WHO WAS A DIRECTOR AT A PUBLIC COMPANY WHILE THAT COMPANY FILED FOR REORGANIZATION UNDER CHAPTER 11	AGAINST	AGAINST	Management
9	STOCKHOLDER PROPOSAL REQUESTING A REPORT REGARDING THE VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO A VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE	AGAINST	AGAINST	Management

### FORD MOTOR COMPANY

Ticker: F Security ID: 345370860  
 Meeting Date: MAY 14, 2015 Meeting Type: ANNUAL  
 Record Date: MAR 17, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	Election of Directors - Stephen G. Butler	FOR	ABSTAIN	Management
1B.	Election of Directors - Kimberly A. Casiano	FOR	ABSTAIN	Management
1C.	Election of Directors - Anthony F. Earley, Jr.	FOR	ABSTAIN	Management
1D.	Election of Directors - Mark Fields	FOR	ABSTAIN	Management
1E.	Election of Directors Edsel B. Ford II	FOR	ABSTAIN	Management
1F.	Election of Directors - William Clay Ford, Jr.	FOR	ABSTAIN	Management
1G.	Election of Directors - James P. Hackett	FOR	ABSTAIN	Management
1H.	Election of Directors - James H. Hance, Jr.	FOR	ABSTAIN	Management
1I.	Election of Directors - William W. Helman IV	FOR	ABSTAIN	Management
1J.	Election of Directors - Jon M. Huntsman, Jr.	FOR	ABSTAIN	Management
1K.	Election of Directors - William E. Kennard	FOR	ABSTAIN	Management
1L.	Election of Directors - John C. Lechleiter	FOR	ABSTAIN	Management
1M.	Election of Directors - Ellen R. Marram	FOR	ABSTAIN	Management
1N.	Election of Directors - Gerald L. Shaheen	FOR	ABSTAIN	Management
1O.	Election of Directors - John L.	FOR	ABSTAIN	Management

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2	Thornton Ratify Appointment of Independent Auditors	FOR	ABSTAIN	Management
3	Say on Pay - An advisory vote to approve the compensation of the named executives	FOR	ABSTAIN	Management
4	Relating to consideration of a recapitalization plan to provide that all of the company's outstanding stock have one vote per share	AGAINST	ABSTAIN	Shareholder
5	Relating to allowing holders of 20% of outstanding common stock to call special meetings of shareholders	AGAINST	ABSTAIN	Shareholder

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GENERAL MOTORS CO

Ticker: GM Security ID: 37045V100  
Meeting Date: JUN 09, 2015 Meeting Type: ANNUAL  
Record Date: APR 10, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF DIRECTOR: JOSEPH J. ASHTON	FOR	FOR	Management
1B.	ELECTION OF DIRECTOR: MARY T. BARRA	FOR	FOR	Management
1C.	ELECTION OF DIRECTOR: STEPHEN J. GIRSKY	FOR	FOR	Management
1D.	ELECTION OF DIRECTOR: LINDA R. GOODEN	FOR	FOR	Management
1E.	ELECTION OF DIRECTOR: JOSEPH JIMENEZ, JR.	FOR	FOR	Management
1F.	ELECTION OF DIRECTOR: KATHRYN V. MARINELLO	FOR	FOR	Management
1G.	ELECTION OF DIRECTOR: MICHAEL G. MULLEN	FOR	FOR	Management
1H.	ELECTION OF DIRECTOR: JAMES J. MULVA	FOR	FOR	Management
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	FOR	FOR	Management
1J.	ELECTION OF DIRECTOR: THOMAS M. SCHOEWE	FOR	FOR	Management
1K.	ELECTION OF DIRECTOR: THEODORE M. SOLSO	FOR	FOR	Management
1L.	ELECTION OF DIRECTOR: CAROL M. STEPHENSON	FOR	FOR	Management
2	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS GM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	FOR	FOR	Management
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	FOR	FOR	Management
4	INDEPENDENT BOARD CHAIRMAN	AGAINST	AGAINST	Shareholder
5	CUMULATIVE VOTING	AGAINST	AGAINST	Shareholder

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H&E EQUIPMENT SERVICES INC

Ticker: HEES Security ID: 404030108  
Meeting Date: MAY 15, 2015 Meeting Type: ANNUAL  
Record Date: MAR 19, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Election of Directors	FOR	FOR	Management
2	RATIFICATION OF APPOINTMENT OF BDO USA, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR	FOR	FOR	Management

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ENDING DECEMBER 31, 2015.  
 3 ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT. FOR FOR Management

### HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309  
 Meeting Date: FEB 25, 2015 Meeting Type: CONSENT  
 Record Date: JAN 27, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	FOR	FOR	Management
2	14A Extraordinary Transaction Executive Compensation	FOR	FOR	Management
3	Approve Motion to Adjourn Meeting	FOR	FOR	Management

### JPMORGAN CHASE & CO

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 19, 2015 Meeting Type: ANNUAL  
 Record Date: MAR 20, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	For	For	Management
1B.	ELECTION OF DIRECTOR: JAMES A. BELL	For	For	Management
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	For	For	Management
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	For	For	Management
1E.	ELECTION OF DIRECTOR: JAMES S. CROWN	For	For	Management
1F.	ELECTION OF DIRECTOR: JAMES DIMON	For	For	Management
1G.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	For	For	Management
1H.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	For	For	Management
1I.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	For	For	Management
1J.	ELECTION OF DIRECTOR: LEE R. RAYMOND	For	For	Management
1K.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	For	For	Management
2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Against	Against	Management
3	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	For	For	Management
4	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN	Against	Against	Management
5	INDEPENDENT BOARD CHAIRMAN - REQUIRE AN INDEPENDENT CHAIR	Against	For	Shareholder
6	LOBBYING - REPORT ON POLICIES, PROCEDURES AND EXPENDITURES	Against	For	Shareholder
7	SPECIAL SHAREOWNER MEETINGS - REDUCE OWNERSHIP THRESHOLD FROM 20% TO 10%	For	Against	Shareholder
8	HOW VOTES ARE COUNTED - COUNT VOTES USING ONLY FOR AND AGAINST	Against	For	Shareholder
9	ACCELERATED VESTING PROVISIONS - REPORT NAMES OF SENIOR EXECUTIVES AND VALUE OF EQUITY AWARDS THAT WOULD VEST IF THEY RESIGN TO ENTER GOVERNMENT SERVICE	Against	For	Shareholder



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10 CLAWBACK DISCLOSURE POLICY - DISCLOSE Against For Shareholder  
 WHETHER THE FIRM RECOUPED ANY  
 INCENTIVE COMPENSATION FROM SENIOR  
 EXECUTIVES

MIRABELA NICKEL LTD

Ticker: MBN Security ID: AU000000MBN9  
 Meeting Date: MAY 28, 2015 Meeting Type: ANNUAL  
 Record Date: MAY 26, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ADOPTION OF REMUNERATION REPORT	FOR	FOR	Management
2	RE-ELECTION OF MR ROSS EDWARD GRIFFITHS AS A DIRECTOR	FOR	FOR	Management

VODAFONE GROUP PLC - VODAFONE GROUP PLC-SP ADR

Ticker: VOD Security ID: 92857W308  
 Meeting Date: JUL 29, 2014 Meeting Type: ANNUAL  
 Record Date: JUN 03, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RECEIVE THE COMPANY'S ACCOUNTS, THE STRATEGIC REPORT AND REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2014	FOR	ABSTAIN	Management
2	TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR	FOR	ABSTAIN	Management
3	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	FOR	ABSTAIN	Management
4	TO ELECT NICK READ AS A DIRECTOR	FOR	ABSTAIN	Management
5	TO RE-ELECT STEPHEN PUSEY AS A DIRECTOR	FOR	ABSTAIN	Management
6	TO ELECT SIR CRISPIN DAVIS AS A DIRECTOR	FOR	ABSTAIN	Management
7	TO ELECT DAME CLARA FURSE AS A DIRECTOR, WITH EFFECT FROM 1 SEPTEMBER 2014	FOR	ABSTAIN	Management
8	TO ELECT VALERIE GOODING AS A DIRECTOR	FOR	ABSTAIN	Management
9	TO RE-ELECT RENEE JAMES AS A DIRECTOR	FOR	ABSTAIN	Management
10	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR	FOR	ABSTAIN	Management
11	TO RE-ELECT OMID KORDESTANI AS A DIRECTOR	FOR	ABSTAIN	Management
12	TO RE-ELECT NICK LAND AS A DIRECTOR	FOR	ABSTAIN	Management
13	TO RE-ELECT LUC VANDEVELDE AS A DIRECTOR	FOR	ABSTAIN	Management
14	TO RE-ELECT PHILIP YEA AS A DIRECTOR	FOR	ABSTAIN	Management
15	TO DECLARE A FINAL DIVIDEND OF 7.47 PENCE PER ORDINARY SHARE FOR THE YEAR ENDED 31 MARCH 2014	FOR	ABSTAIN	Management
16	TO APPROVE THE DIRECTORS' REMUNERATION POLICY FOR THE YEAR ENDED 31 MARCH 2014	FOR	ABSTAIN	Management
17	TO APPROVE THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2014	FOR	ABSTAIN	Management
18	TO APPROVE THE VODAFONE GLOBAL	FOR	ABSTAIN	Management

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	INCENTIVE PLAN RULES			
19	TO CONFIRM PWC'S APPOINTMENT AS AUDITOR	FOR	ABSTAIN	Management
20	TO AUTHORISE THE AUDIT AND RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	FOR	ABSTAIN	Management
21	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES.	FOR	ABSTAIN	Management
S22	TO AUTHORISE THE DIRECTORS TO DIS-APPLY PRE-EMPTION RIGHTS	FOR	ABSTAIN	Management
S23	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES	FOR	ABSTAIN	Management
24	TO AUTHORISE POLITICAL DONATIONS AND EXPENDITURE	FOR	ABSTAIN	Management
S25	TO AUTHORISE THE COMPANY TO CALL GENERAL MEETINGS (OTHER THAN AGMS) ON 14 CLEAR DAYS' NOTICE	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 Yield Defined Opportunity Fund Inc.

By: /s/ Jane E. Trust

Jane E. Trust

Chairman, President and Chief Executive Officer

Date: August 17, 2015