

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**

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. 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. 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. THOMPSON, JR.	For	For	Management
1K.	ELECTION OF DIRECTOR: 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 2013.	For	For	Management
3.	ADVISORY APPROVAL OF CITI'S 2012 EXECUTIVE COMPENSATION.	For	For	Management
4.	AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN (RELATING TO DIVIDEND EQUIVALENTS).	For	For	Management
5.	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.	Against	Against	Shareholder
6.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS 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.

 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 COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE COMPANY FROM 100,000,000 TO 150,000,000.	For	For	Management
3.	TO RATIFY THE ACTION OF THE COMPANY'S AUDIT COMMITTEE IN APPOINTING ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 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.

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 Holdings executive comensation program	FOR	FOR	Management
3	Ratifying the appointment of Pricewaterhouse Coopers LLP	FOR	FOR	Management
4	Advisory vote on the grequency of the advisory vote on executive compensation	FOR	FOR	Management

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

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 Representative of the holders of the bonds of the non-convertible debentures "EUR 550,000,000" 10 1/2 senior security note due 2017 for the financial years 2013-2015 and decision on concerned payment	Unknown	Abstain	Management
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CMMT	PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK: https://materials.proxyvote.com/Approved/99999 Z/19840101/NPS_168707.P-DF	None	Did not vote	Management
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CMMT	DELETION OF COMMENT	None	Did not vote	Management
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===== 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

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