

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<br>Ratify Appointment of Independent<br>Auditors  | FOR     | ABSTAIN | Management  |
| 3 | Say on Pay - An advisory vote to<br>approve the compensation of the named<br>executives  | FOR     | ABSTAIN | Management  |
| 4 | Relating to consideration of a<br>recapitalization plan to provide that<br>all of the company's outstanding stock<br>have one vote per share | AGAINST | ABSTAIN | Shareholder |
| 5 | Relating to allowing holders of 20% of<br>outstanding common stock to call<br>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,<br>JR.   | FOR     | FOR       | Management  |
| 1F. | ELECTION OF DIRECTOR: KATHRYN V.<br>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.<br>STEPHENSON   | FOR     | FOR       | Management  |
| 2   | RATIFICATION OF THE SELECTION OF<br>DELOITTE & TOUCHE LLP AS GM'S<br>INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2015 | FOR     | FOR       | Management  |
| 3   | ADVISORY VOTE TO APPROVE EXECUTIVE<br>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<br>USA, LLP AS INDEPENDENT REGISTERED<br>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<br>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<br>STRATEGIC REPORT AND REPORTS OF THE<br>DIRECTORS AND THE AUDITOR FOR THE YEAR<br>ENDED 31 MARCH 2014 | FOR     | ABSTAIN   | Management |
| 2  | TO RE-ELECT GERARD KLEISTERLEE AS A<br>DIRECTOR  | FOR     | ABSTAIN   | Management |
| 3  | TO RE-ELECT VITTORIO COLAO AS A<br>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<br>DIRECTOR  | FOR     | ABSTAIN   | Management |
| 7  | TO ELECT DAME CLARA FURSE AS A<br>DIRECTOR, WITH EFFECT FROM 1 SEPTEMBER<br>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<br>DIRECTOR   | FOR     | ABSTAIN   | Management |
| 12 | TO RE-ELECT NICK LAND AS A DIRECTOR  | FOR     | ABSTAIN   | Management |
| 13 | TO RE-ELECT LUC VANDEVELDE AS A<br>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<br>PENCE PER ORDINARY SHARE FOR THE YEAR<br>ENDED 31 MARCH 2014  | FOR     | ABSTAIN   | Management |
| 16 | TO APPROVE THE DIRECTORS' REMUNERATION<br>POLICY FOR THE YEAR ENDED 31 MARCH 2014  | FOR     | ABSTAIN   | Management |
| 17 | TO APPROVE THE REMUNERATION REPORT OF<br>THE BOARD FOR THE YEAR ENDED 31 MARCH<br>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