

WESTERN ASSET EMERGING MARKETS INCOME FUND II INC.  
Form DEFA14A  
September 26, 2008

## SCHEDULE 14A

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

**Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to sec. 240.14a-12.

**Western Asset Emerging Markets Income Fund II Inc.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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Payment Of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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Western Asset Emerging Markets Income Fund Inc.

**Important Proxy  
News**

**PLEASE SUBMIT YOUR VOTING INSTRUCTIONS TODAY!**

For your convenience, please utilize any of the following methods to submit your voting instructions:

Dear Shareholder:

**1. By Internet.**

Recently, we distributed proxy materials regarding the Special Meeting of Stockholders scheduled for October 17, 2008 at 4:00 p.m. Eastern time. To date, our records indicate that we have not received your voting instructions.

Visit [www.proxyvote.com](http://www.proxyvote.com) and follow the simple on-screen instructions.

After careful consideration, the Board of Directors recommends that shareholders vote FOR the proposal. Your vote is important no matter how many shares you own. **We urge you to act promptly in order to allow us to obtain a sufficient number of votes and avoid the cost of additional solicitation.**

**2. By Touch-Tone Phone.**

Dial the toll-free number found on your proxy card and follow the simple instructions.

If you should have any questions regarding the proposal, or require duplicate proxy materials, please contact Computershare Fund Services at 1-866-612-5815. Representatives are available Monday through Friday between the hours of 9:00 a.m. and 11:00 p.m. and Saturday from 12:00 p.m. to 6:00 p.m. Eastern time.

**3. By Mail.**

Simply execute and return the enclosed proxy card in the envelope provided. *However, please try to utilize one of the two options above to register your voting instructions, so they may be received in time for the meeting.*

**If you have already submitted voting instructions by utilizing one of these methods, then you do not need to take any action.**

**WE NEED YOUR HELP. PLEASE SUBMIT YOUR VOTING INSTRUCTIONS TODAY!**

**THANK YOU FOR INVESTING WITH LEGG MASON.**