

Western Asset Income Fund
Form DEFA14A
May 05, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

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 §240.14a-12

Western Asset Income Fund
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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:
 - (2) Aggregate number of securities to which transaction applies:
 - (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):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- 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:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:

(4)

Date Filed:

WESTERN ASSET INCOME FUND

**385 East Colorado Boulevard
Pasadena, California 91101**

The following relates to the Proxy Statement of Western Asset Income Fund (the Fund), dated April 13, 2011 (the Proxy Statement), which was previously provided to you.

On page 1 of the Proxy Statement, the second sentence of the second paragraph under the heading, Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 17, 2011 , is replaced by the following text to reflect the correct number of shares of the Fund s common stock that were issued and outstanding as of April 6, 2011 (revised figure is underlined):

As of the Record Date, there were 9,436,904 shares of the Fund s common stock (the Common Stock) outstanding and entitled to one vote per share (and a fractional vote with respect to fractional shares) with respect to each matter to be voted on at the Annual Meeting.

On page 13 of the Proxy Statement, the first sentence of the first paragraph under the heading, Share Ownership Information , is replaced by the following text to reflect the correct number of shares of the Fund s common stock that were held of record by Cede & Co., as nominee for participants in the Depository Trust company, as of April 6, 2011 (revised figures are underlined):

As of the record date, Cede & Co., as nominee for participants in The Depository Trust Company, held of record 9,436,904 shares of Common Stock (representing approximately 89.22% of the Fund s Common Stock).

May 5, 2011
