

UNITED NATURAL FOODS INC  
Form 10-Q  
March 12, 2015

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

FORM 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-21531

UNITED NATURAL FOODS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	05-0376157 (I.R.S. Employer Identification No.)
313 Iron Horse Way, Providence, RI (Address of Principal Executive Offices)	02908 (Zip Code)

Registrant's Telephone Number, Including Area Code: (401) 528-8634

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

As of March 5, 2015 there were 50,075,403 shares of the registrant's Common Stock, \$0.01 par value per share, outstanding.

---

TABLE OF CONTENTS

<u>Part I.</u>	<u>Financial Information</u>	
<u>Item 1.</u>	<u>Financial Statements</u>	
	<u>Condensed Consolidated Balance Sheets (unaudited)</u>	<u>3</u>
	<u>Condensed Consolidated Statements of Income (unaudited)</u>	<u>4</u>
	<u>Condensed Consolidated Statements of Comprehensive Income (unaudited)</u>	<u>5</u>
	<u>Condensed Consolidated Statement of Stockholders' Equity (unaudited)</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Cash Flows (unaudited)</u>	<u>7</u>
	<u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>	<u>8</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>15</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>26</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>26</u>
<u>Part II.</u>	<u>Other Information</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>27</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>27</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>28</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>28</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>28</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>28</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>29</u>
	<u>Signatures</u>	<u>30</u>

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

UNITED NATURAL FOODS, INC.  
 CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)  
 (In thousands, except per share amounts)

	January 31, 2015	August 2, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$27,474	\$16,116
Accounts receivable, net of allowance of \$7,345 and \$7,589, respectively	493,873	449,870
Inventories	922,246	834,722
Prepaid expenses and other current assets	72,952	45,064
Deferred income taxes	38,570	32,518
Total current assets	1,555,115	1,378,290
Property & equipment, net	528,674	483,960
Goodwill	267,723	274,548
Intangible assets, net of accumulated amortization of \$20,895 and \$19,002, respectively	129,847	134,989
Other assets	29,531	25,446
Total assets	\$2,510,890	\$2,297,233
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$430,227	\$385,890
Accrued expenses and other current liabilities	138,024	136,959
Current portion of long-term debt	11,090	990
Total current liabilities	579,341	523,839
Notes payable	364,622	415,660
Long-term debt, excluding current portion	179,289	32,510
Deferred income taxes	50,995	50,995
Other long-term liabilities	31,017	30,865
Total liabilities	1,205,264	1,053,869
Commitments and contingencies	—	—
Stockholders' equity:		
Preferred stock, \$0.01 par value, authorized 5,000 shares; none issued or outstanding	—	—
Common stock, \$0.01 par value, authorized 100,000 shares; 50,071 issued and outstanding shares at January 31, 2015; 49,771 issued and outstanding shares at August 2, 2014	501	498
Additional paid-in capital	416,126	402,875
Unallocated shares of Employee Stock Ownership Plan	—	(14 )
Accumulated other comprehensive loss	(17,044 )	(5,152 )
Retained earnings	906,043	845,157
Total stockholders' equity	1,305,626	1,243,364
Total liabilities and stockholders' equity	\$2,510,890	\$2,297,233

The accompanying notes are an integral part of the condensed consolidated financial statements.



UNITED NATURAL FOODS, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME (unaudited)  
 (In thousands, except per share data amounts)

	Three months ended		Six months ended	
	January 31, 2015	February 1, 2014	January 31, 2015	February 1, 2014
Net sales	\$2,016,546	\$ 1,646,041	\$ 4,009,022	\$3,248,052
Cost of sales	1,717,347	1,377,874	3,390,827	2,708,709
Gross profit	299,199	268,167	618,195	539,343
Operating expenses	249,448	1,710,000	1,812,600 <sup>(a)</sup>	
CEC Entertainment Inc., Senior Notes	8.000%	2/15/22	760,000	714,400 <sup>(a)</sup>
Downstream Development Quapaw, Senior Secured Notes	10.500%	7/1/19	1,320,000	1,399,200 <sup>(a)</sup>
Fontainebleau Las Vegas Holdings LLC/Fontainebleau Las Vegas Capital Corp., Senior Secured Notes	10.250%	6/15/15	445,000	5,785 <sup>(a)(e)</sup>
Greektown Holdings LLC/Greektown Mothership Corp., Senior Secured Notes	8.875%	3/15/19	1,010,000	1,010,000 <sup>(a)</sup>
Landry's Holdings II Inc., Senior Notes	10.250%	1/1/18	750,000	776,250 <sup>(a)</sup>
Landry's Inc., Senior Notes	9.375%	5/1/20	3,598,000	3,822,875 <sup>(a)</sup>
Mohegan Tribal Gaming Authority, Senior Notes	9.750%	9/1/21	480,000	490,200
Paris Las Vegas Holding LLC/Harrahs Las Vegas LLC/Flamingo Las Vegas Holding LLC, Senior Secured Notes	8.000%	10/1/20	1,710,000	1,692,900 <sup>(a)</sup>
Rivers Pittsburgh Borrower LP/Rivers Pittsburgh Finance Corp., Senior Secured Notes	9.500%	6/15/19	267,000	287,025 <sup>(a)</sup>
Seven Seas Cruises S de RL LLC, Senior Secured Notes	9.125%	5/15/19	1,960,000	2,097,200
<i>Total Hotels, Restaurants &amp; Leisure</i>				<i>22,503,825</i>

See Notes to Financial Statements.

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Household Durables 1.5%</i>				
Century Intermediate Holding Co. 2, Senior Notes	9.750%	2/15/19	1,980,000	\$ 2,093,850 <sup>(a)(d)</sup>
Standard Pacific Corp., Senior Notes	6.250%	12/15/21	1,330,000	1,361,587
William Lyon Homes Inc., Senior Notes	8.500%	11/15/20	1,520,000	1,649,200
William Lyon Homes PNW Finance Corp., Senior Notes	7.000%	8/15/22	1,190,000	1,210,825 <sup>(a)</sup>
Woodside Homes Co. LLC/Woodside Homes Finance Inc., Senior Notes	6.750%	12/15/21	1,800,000	1,791,000 <sup>(a)</sup>
<i>Total Household Durables</i>				
<i>8,106,462</i>				
<i>Media 7.9%</i>				
Altice SA, Senior Secured Notes	7.750%	5/15/22	2,490,000	2,577,150 <sup>(a)</sup>
Carmike Cinemas Inc., Secured Notes	7.375%	5/15/19	530,000	564,450
CCO Holdings LLC/CCO Holdings Capital Corp., Senior Notes	8.125%	4/30/20	3,000,000	3,176,250
Clear Channel Worldwide Holdings Inc., Senior Notes	6.500%	11/15/22	450,000	457,875
CSC Holdings LLC, Senior Notes	6.750%	11/15/21	500,000	534,475
DISH DBS Corp., Senior Notes	6.625%	10/1/14	20,000	20,000
DISH DBS Corp., Senior Notes	7.875%	9/1/19	1,085,000	1,228,763
DISH DBS Corp., Senior Notes	6.750%	6/1/21	2,020,000	2,176,550
DISH DBS Corp., Senior Notes	5.000%	3/15/23	70,000	67,331
Gibson Brands Inc., Senior Secured Notes	8.875%	8/1/18	1,380,000	1,355,850 <sup>(a)</sup>
iHeartCommunications Inc., Senior Notes	10.000%	1/15/18	1,110,000	934,376
MDC Partners Inc., Senior Notes	6.750%	4/1/20	250,000	258,750 <sup>(a)</sup>
Nara Cable Funding Ltd., Senior Secured Notes	8.875%	12/1/18	2,000,000	2,107,500 <sup>(a)</sup>
New Cotai LLC/New Cotai Capital Corp., Senior Secured Notes	10.625%	5/1/19	1,536,033	1,774,118 <sup>(a)(d)</sup>
Numericable Group SA, Senior Secured Bonds	6.000%	5/15/22	2,130,000	2,148,637 <sup>(a)</sup>
Ono Finance II PLC, Senior Bonds	10.875%	7/15/19	2,760,000	2,980,800 <sup>(a)</sup>
Time Warner Cable Inc., Senior Notes	8.750%	2/14/19	1,490,000	1,877,391
Time Warner Cable Inc., Senior Notes	8.250%	4/1/19	678,000	845,250
Univision Communications Inc., Senior Notes	8.500%	5/15/21	1,320,000	1,402,500 <sup>(a)</sup>
Univision Communications Inc., Senior Secured Notes	6.875%	5/15/19	1,430,000	1,494,350 <sup>(a)</sup>
Univision Communications Inc., Senior Secured Notes	7.875%	11/1/20	770,000	828,713 <sup>(a)</sup>
Univision Communications Inc., Senior Secured Notes	6.750%	9/15/22	217,000	233,275 <sup>(a)</sup>
UPC Holding BV, Junior Secured Subordinated Notes	6.375%	9/15/22	2,030,000 <sup>EUR</sup>	2,770,291 <sup>(a)</sup>
UPCB Finance II Ltd., Senior Notes	6.375%	7/1/20	2,500,000 <sup>EUR</sup>	3,332,085 <sup>(f)</sup>
Virgin Media Finance PLC, Senior Notes	6.375%	4/15/23	2,890,000	2,998,375 <sup>(a)</sup>
Virgin Media Finance PLC, Senior Notes	6.000%	10/15/24	2,000,000	2,010,000 <sup>(a)</sup>
WMG Acquisition Corp., Senior Notes	6.750%	4/15/22	1,620,000	1,559,250 <sup>(a)</sup>
<i>Total Media</i>				
<i>41,714,355</i>				
<i>Multiline Retail 0.4%</i>				
Neiman Marcus Group LLC, Senior Secured Notes	7.125%	6/1/28	330,000	330,000

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Multiline Retail continued</i>				
Neiman Marcus Group Ltd. LLC, Senior Notes	8.750%	10/15/21	1,530,000	\$ 1,617,975 <sup>(a)(d)</sup>
<i>Total Multiline Retail</i>				<i>1,947,975</i>
<i>Specialty Retail 1.6%</i>				
American Greetings Corp., Senior Notes	7.375%	12/1/21	1,220,000	1,277,950
Edcon Pty Ltd., Senior Secured Notes	9.500%	3/1/18	2,180,000	1,798,500 <sup>(a)</sup>
Guitar Center Inc., Senior Bonds	9.625%	4/15/20	3,530,000	2,718,100 <sup>(a)</sup>
Hot Topic Inc., Senior Secured Notes	9.250%	6/15/21	730,000	784,750 <sup>(a)</sup>
Spencer Spirit Holdings Inc., Senior Notes	9.000%	5/1/18	1,710,000	1,731,375 <sup>(a)(d)</sup>
<i>Total Specialty Retail</i>				<i>8,310,675</i>
<i>Textiles, Apparel &amp; Luxury Goods 0.3%</i>				
Chinos Intermediate Holdings A Inc., Senior Notes	7.750%	5/1/19	1,090,000	1,035,500 <sup>(a)(d)</sup>
Empire Today LLC/Empire Today Finance Corp., Senior Secured Notes	11.375%	2/1/17	810,000	818,100 <sup>(a)</sup>
<i>Total Textiles, Apparel &amp; Luxury Goods</i>				<i>1,853,600</i>
<b>Total Consumer Discretionary</b>				<b>89,255,855</b>
<i>Consumer Staples 3.5%</i>				
<i>Beverages 0.5%</i>				
Carolina Beverage Group LLC/Carolina Beverage Group Finance Inc., Secured Notes	10.625%	8/1/18	1,140,000	1,182,750 <sup>(a)</sup>
Crestview DS Merger Subordinated II Inc., Secured Notes	10.000%	9/1/21	1,230,000	1,365,300
<i>Total Beverages</i>				<i>2,548,050</i>
<i>Food &amp; Staples Retailing 0.3%</i>				
Beverages & More Inc., Senior Secured Notes	10.000%	11/15/18	1,640,000	1,547,750 <sup>(a)</sup>
<i>Food Products 2.3%</i>				
Chiquita Brands International Inc./Chiquita Brands LLC, Senior Secured Notes	7.875%	2/1/21	1,395,000	1,511,831
Dole Food Co. Inc., Senior Secured Notes	7.250%	5/1/19	1,570,000	1,560,188 <sup>(a)</sup>
Hearthside Group Holdings LLC/Hearthside Finance Co., Senior Notes	6.500%	5/1/22	1,510,000	1,476,025 <sup>(a)</sup>
Simmons Foods Inc., Secured Notes	7.875%	10/1/21	1,910,000	1,895,675 <sup>(a)</sup>
Simmons Foods Inc., Senior Secured Notes	10.500%	11/1/17	3,190,000	3,389,375 <sup>(a)</sup>
Sun Merger Sub Inc., Senior Notes	5.875%	8/1/21	1,380,000	1,400,700 <sup>(a)</sup>
Wells Enterprises Inc., Senior Secured Notes	6.750%	2/1/20	813,000	837,390 <sup>(a)</sup>
<i>Total Food Products</i>				<i>12,071,184</i>
<i>Household Products 0.1%</i>				
Spectrum Brands Inc., Senior Notes	6.625%	11/15/22	580,000	609,725
<i>Media 0.1%</i>				
SiTV LLC/SiTV Finance Inc., Senior Secured Notes	10.375%	7/1/19	330,000	327,525 <sup>(a)</sup>

See Notes to Financial Statements.



Western Asset High Income Opportunity Fund Inc.

	Rate	Maturity Date	Face Amount	Value
Security				
<i>Tobacco 0.2%</i>				
Alliance One International Inc., Secured Notes	9.875%	7/15/21	1,500,000	\$ 1,470,000
<b>Total Consumer Staples</b>				<b>18,574,234</b>
<i>Energy 15.0%</i>				
<i>Energy Equipment &amp; Services 2.5%</i>				
Atwood Oceanics Inc., Senior Notes	6.500%	2/1/20	760,000	782,800
CGG, Senior Notes	7.750%	5/15/17	138,000	139,035
Exterran Partners LP/EXLP Finance Corp., Senior Notes	6.000%	10/1/22	490,000	478,975 (a)
FTS International Inc., Senior Secured Notes	6.250%	5/1/22	1,130,000	1,115,875 (a)
Gulfmark Offshore Inc., Senior Notes	6.375%	3/15/22	1,240,000	1,202,800
Hercules Offshore Inc., Senior Notes	10.250%	4/1/19	840,000	804,300 (a)
Hercules Offshore Inc., Senior Notes	8.750%	7/15/21	990,000	866,250 (a)
Hercules Offshore Inc., Senior Notes	7.500%	10/1/21	190,000	153,900 (a)
Hercules Offshore Inc., Senior Notes	6.750%	4/1/22	1,550,000	1,214,812 (a)
KCA Deutag UK Finance PLC, Senior Secured Notes	7.250%	5/15/21	1,090,000	1,040,950 (a)
Parker Drilling Co., Senior Notes	6.750%	7/15/22	1,290,000	1,302,900 (a)
Petroleum Geo-Services ASA, Senior Notes	7.375%	12/15/18	1,030,000	1,035,150 (a)
SESI LLC, Senior Notes	7.125%	12/15/21	1,320,000	1,465,200
Sierra Hamilton LLC/Sierra Hamilton Finance Inc., Senior Secured Notes	12.250%	12/15/18	1,390,000	1,459,500 (a)
<i>Total Energy Equipment &amp; Services</i>				<i>13,062,447</i>
<i>Oil, Gas &amp; Consumable Fuels 12.5%</i>				
Arch Coal Inc., Senior Notes	7.000%	6/15/19	1,880,000	1,008,150
Atlas Pipeline Partners LP/Atlas Pipeline Finance Corp., Senior Notes	6.625%	10/1/20	470,000	482,925
Berry Petroleum Co., Senior Notes	6.375%	9/15/22	1,430,000	1,394,250
California Resources Corp., Senior Notes	6.000%	11/15/24	1,880,000	1,936,400 (a)
Calumet Specialty Products Partners LP/Calumet Finance Corp., Senior Notes	6.500%	4/15/21	2,310,000	2,206,050 (a)
Calumet Specialty Products Partners LP/Calumet Finance Corp., Senior Notes	7.625%	1/15/22	360,000	367,200
Carrizo Oil & Gas Inc., Senior Notes	7.500%	9/15/20	770,000	804,650
Chesapeake Energy Corp., Senior Notes	6.875%	11/15/20	550,000	616,000
Chesapeake Energy Corp., Senior Notes	6.125%	2/15/21	1,360,000	1,485,800
Comstock Resources Inc., Senior Notes	9.500%	6/15/20	1,120,000	1,232,000
CONSOL Energy Inc., Senior Notes	8.250%	4/1/20	1,550,000	1,625,562
Corral Petroleum Holdings AB, Senior Notes	15.000%	12/31/17	2,517,176	2,216,688 (a)(d)
Dynagas LNG Partners LP/Dynagas Finance Inc., Senior Notes	6.250%	10/30/19	490,000	492,450
El Paso Corp., Medium-Term Notes	7.800%	8/1/31	1,040,000	1,263,600
Enterprise Products Operating LLC, Junior Subordinated Notes	8.375%	8/1/66	680,000	748,321 (g)

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

### Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Oil, Gas &amp; Consumable Fuels continued</i>				
EXCO Resources Inc., Senior Notes	8.500%	4/15/22	980,000	\$ 933,450
Globe Luxembourg SCA, Senior Secured Notes	9.625%	5/1/18	2,180,000	2,321,700 <sup>(a)</sup>
Halcon Resources Corp., Senior Notes	9.750%	7/15/20	1,520,000	1,554,200
Halcon Resources Corp., Senior Notes	8.875%	5/15/21	2,030,000	2,009,700
Jupiter Resources Inc., Senior Notes	8.500%	10/1/22	590,000	525,100 <sup>(a)</sup>
Kodiak Oil & Gas Corp., Senior Notes	8.125%	12/1/19	1,390,000	1,497,725
Linn Energy LLC/Linn Energy Finance Corp., Senior Notes	6.500%	9/15/21	800,000	784,000
Lonestar Resources America Inc., Senior Notes	8.750%	4/15/19	550,000	547,938 <sup>(a)</sup>
LUKOIL International Finance BV, Bonds	6.356%	6/7/17	140,000	146,518 <sup>(f)</sup>
Magnum Hunter Resources Corp., Senior Notes	9.750%	5/15/20	2,300,000	2,443,750
MarkWest Energy Partners LP/MarkWest Energy Finance Corp., Senior Notes	6.500%	8/15/21	182,000	192,465
MEG Energy Corp., Senior Notes	7.000%	3/31/24	2,620,000	2,718,250 <sup>(a)</sup>
Milagro Oil & Gas Inc., Secured Notes	10.500%	5/15/16	1,690,000	1,343,550 <sup>(e)</sup>
Murray Energy Corp., Senior Secured Notes	9.500%	12/5/20	1,080,000	1,193,400 <sup>(a)</sup>
Murray Energy Corp., Senior Secured Notes	8.625%	6/15/21	900,000	936,000 <sup>(a)</sup>
Natural Resource Partners LP/Natural Resource Partners Finance Corp., Senior Notes	9.125%	10/1/18	1,150,000	1,187,375
New Gulf Resources LLC/NGR Finance Corp., Senior Secured Notes	11.750%	5/15/19	1,490,000	1,516,075
Parsley Energy LLC/Parsley Finance Corp., Senior Notes	7.500%	2/15/22	1,540,000	1,595,825 <sup>(a)</sup>
Petrobras Global Finance BV, Senior Notes	6.250%	3/17/24	710,000	745,592
Petrobras International Finance Co., Senior Notes	6.875%	1/20/40	55,000	57,356
Petrobras International Finance Co., Senior Notes	6.750%	1/27/41	1,220,000	1,259,040
Plains Exploration & Production Co., Senior Notes	8.625%	10/15/19	1,310,000	1,374,021
Plains Exploration & Production Co., Senior Notes	6.750%	2/1/22	162,000	179,820
PT Adaro Indonesia, Senior Notes	7.625%	10/22/19	400,000	417,900 <sup>(a)</sup>
Quicksilver Resources Inc., Senior Notes	11.000%	7/1/21	1,790,000	1,190,350
Rex Energy Corp., Senior Notes	6.250%	8/1/22	260,000	251,875 <sup>(a)</sup>
Rice Energy Inc., Senior Notes	6.250%	5/1/22	1,250,000	1,225,000 <sup>(a)</sup>
RSP Permian Inc., Senior Notes	6.625%	10/1/22	850,000	856,375 <sup>(a)</sup>
Sabine Pass Liquefaction LLC, Senior Secured Notes	5.750%	5/15/24	1,270,000	1,293,813 <sup>(a)</sup>
Samson Investment Co., Senior Notes	9.750%	2/15/20	3,360,000	3,066,000
Sanchez Energy Corp., Senior Notes	7.750%	6/15/21	1,970,000	2,117,750
Sanchez Energy Corp., Senior Notes	6.125%	1/15/23	1,630,000	1,618,264 <sup>(a)</sup>
SandRidge Energy Inc., Senior Notes	7.500%	2/15/23	170,000	165,963
Shelf Drilling Holdings Ltd., Senior Secured Notes	8.625%	11/1/18	930,000	981,150 <sup>(a)</sup>
Sidewinder Drilling Inc., Senior Notes	9.750%	11/15/19	860,000	868,600 <sup>(a)</sup>

See Notes to Financial Statements.

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Oil, Gas &amp; Consumable Fuels continued</i>				
Summit Midstream Holdings LLC/Summit Midstream Finance Corp., Senior Notes	7.500%	7/1/21	630,000	\$ 677,250
Teine Energy Ltd., Senior Notes	6.875%	9/30/22	580,000	572,025 (a)
Tennessee Gas Pipeline Co., Senior Notes	8.375%	6/15/32	3,270,000	4,339,113
Triangle USA Petroleum Corp., Senior Notes	6.750%	7/15/22	570,000	559,313 (a)
Westmoreland Coal Co./Westmoreland Partners, Senior Secured Notes	10.750%	2/1/18	850,000	894,625 (a)
<i>Total Oil, Gas &amp; Consumable Fuels</i>				<i>66,038,262</i>
<b>Total Energy</b>				<b>79,100,709</b>
<b>Financials 10.1%</b>				
<i>Banks 4.9%</i>				
Banco Espirito Santo SA, Senior Notes	5.875%	11/9/15	600,000 <sup>EUR</sup>	753,121 (f)
Banco Espirito Santo SA, Senior Notes	4.750%	1/15/18	400,000 <sup>EUR</sup>	471,118 (f)
Banco Espirito Santo SA, Senior Notes	4.000%	1/21/19	100,000 <sup>EUR</sup>	114,306 (f)
Barclays Bank PLC, Subordinated Notes	10.179%	6/12/21	1,930,000	2,635,023 (a)
Barclays Bank PLC, Subordinated Notes	7.625%	11/21/22	2,000,000	2,153,000
Citigroup Inc., Junior Subordinated Bonds	6.300%	5/15/24	650,000	644,627 (g)(h)
Credit Agricole SA, Subordinated Notes	8.375%	10/13/19	1,660,000	1,929,750 (a)(g)(h)
Intesa Sanpaolo SpA, Senior Notes	3.625%	8/12/15	2,680,000	2,738,665 (a)
JPMorgan Chase & Co., Junior Subordinated Bonds	6.000%	8/1/23	630,000	622,913 (g)(h)
JPMorgan Chase & Co., Junior Subordinated Notes	6.100%	10/1/24	800,000	794,394 (g)(h)
M&T Bank Corp., Junior Subordinated Bonds	6.875%	6/15/16	1,790,000	1,831,741 (h)
Royal Bank of Scotland Group PLC, Junior Subordinated Bonds	7.648%	9/30/31	1,210,000	1,421,750 (g)(h)
Royal Bank of Scotland Group PLC, Subordinated Notes	5.000%	10/1/14	950,000	950,000
Royal Bank of Scotland Group PLC, Subordinated Notes	6.100%	6/10/23	1,470,000	1,554,787
Royal Bank of Scotland Group PLC, Subordinated Notes	5.125%	5/28/24	1,160,000	1,141,914
Royal Bank of Scotland NV, Subordinated Notes	7.750%	5/15/23	390,000	448,779
Royal Bank of Scotland PLC, Subordinated Notes	13.125%	3/19/22	2,480,000 <sup>AUD</sup>	2,560,692 (f)(g)
Santander Issuances SAU, Notes	5.911%	6/20/16	1,100,000	1,167,619 (a)
Wells Fargo & Co., Junior Subordinated Bonds	5.900%	6/15/24	1,820,000	1,860,950 (g)(h)
<i>Total Banks</i>				<i>25,795,149</i>
<i>Capital Markets 1.0%</i>				
Credit Suisse Group AG, Junior Subordinated Notes	6.250%	12/18/24	4,000,000	3,882,000 (a)(g)(h)
Goldman Sachs Group Inc., Subordinated Notes	6.750%	10/1/37	1,210,000	1,447,211
<i>Total Capital Markets</i>				<i>5,329,211</i>
<i>Consumer Finance 1.2%</i>				
Ally Financial Inc., Senior Notes	8.000%	3/15/20	1,410,000	1,646,175
GMAC International Finance BV, Senior Bonds	7.500%	4/21/15	830,000 <sup>EUR</sup>	1,084,342 (f)

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Consumer Finance continued</i>				
SLM Corp., Medium-Term Notes, Senior Notes	8.450%	6/15/18	1,110,000	\$ 1,251,525
SLM Corp., Medium-Term Notes, Senior Notes	8.000%	3/25/20	1,150,000	1,292,312
Stearns Holdings Inc., Senior Secured Notes	9.375%	8/15/20	640,000	659,200 <sup>(a)</sup>
TMX Finance LLC/TitleMax Finance Corp., Senior Secured Notes	8.500%	9/15/18	570,000	570,000 <sup>(a)</sup>
<i>Total Consumer Finance</i>				<i>6,503,554</i>
<i>Diversified Financial Services 1.7%</i>				
International Lease Finance Corp., Senior Notes	8.625%	9/15/15	820,000	868,257
International Lease Finance Corp., Senior Notes	8.750%	3/15/17	100,000	111,750
International Lease Finance Corp., Senior Notes	8.875%	9/1/17	4,200,000	4,777,500
International Lease Finance Corp., Senior Notes	8.250%	12/15/20	1,860,000	2,201,775
ZFS Finance USA Trust II, Bonds	6.450%	12/15/65	1,000,000	1,075,000 <sup>(a)(g)</sup>
<i>Total Diversified Financial Services</i>				<i>9,034,282</i>
<i>Insurance 0.9%</i>				
American International Group Inc., Senior Notes	8.250%	8/15/18	1,565,000	1,913,205
Fidelity & Guaranty Life Holdings Inc., Senior Notes	6.375%	4/1/21	850,000	894,625 <sup>(a)</sup>
Liberty Mutual Group Inc., Junior Subordinated Bonds	7.800%	3/15/37	900,000	1,063,125 <sup>(a)</sup>
MetLife Capital Trust IV, Junior Subordinated Notes	7.875%	12/15/37	650,000	835,250 <sup>(a)</sup>
<i>Total Insurance</i>				<i>4,706,205</i>
<i>Real Estate Management &amp; Development 0.4%</i>				
Howard Hughes Corp., Senior Notes	6.875%	10/1/21	2,130,000	2,209,875 <sup>(a)</sup>
<b>Total Financials</b>				<b>53,578,276</b>
<i>Health Care 5.6%</i>				
<i>Health Care Equipment &amp; Supplies 1.1%</i>				
Alere Inc., Senior Subordinated Notes	6.500%	6/15/20	1,710,000	1,714,275
ConvaTec Finance International SA, Senior Notes	8.250%	1/15/19	830,000	845,044 <sup>(a)(d)</sup>
Lantheus Medical Imaging Inc., Senior Notes	9.750%	5/15/17	2,970,000	2,958,862
<i>Total Health Care Equipment &amp; Supplies</i>				<i>5,518,181</i>
<i>Health Care Providers &amp; Services 4.1%</i>				
Acadia Healthcare Co. Inc., Senior Notes	12.875%	11/1/18	864,000	997,920
Acadia Healthcare Co. Inc., Senior Notes	6.125%	3/15/21	720,000	745,200
CHS/Community Health Systems Inc., Senior Notes	8.000%	11/15/19	2,390,000	2,557,778
DJO Finance LLC/DJO Finance Corp., Senior Notes	9.875%	4/15/18	1,330,000	1,399,825
ExamWorks Group Inc., Senior Notes	9.000%	7/15/19	2,050,000	2,203,750
Fresenius Medical Care U.S. Finance Inc., Senior Notes	6.500%	9/15/18	280,000	308,700 <sup>(a)</sup>
Fresenius U.S. Finance II Inc., Senior Notes	9.000%	7/15/15	2,060,000	2,188,750 <sup>(a)</sup>
HCA Inc., Debentures	7.500%	11/15/95	3,920,000	3,724,000
IASIS Healthcare LLC/IASIS Capital Corp., Senior Notes	8.375%	5/15/19	2,580,000	2,709,000

See Notes to Financial Statements.

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Health Care Providers &amp; Services continued</i>				
Jaguar Holding Co. II/Jaguar Merger Sub Inc., Senior Notes	9.500%	12/1/19	530,000	\$ 570,413 (a)
Tenet Healthcare Corp., Senior Notes	8.125%	4/1/22	1,480,000	1,628,000
Tenet Healthcare Corp., Senior Secured Notes	6.000%	10/1/20	1,330,000	1,409,800
Universal Hospital Services Inc., Secured Notes	7.625%	8/15/20	1,470,000	1,389,150
<i>Total Health Care Providers &amp; Services</i>				<i>21,832,286</i>
<i>Pharmaceuticals 0.4%</i>				
JLL/Delta Dutch Newco BV, Senior Notes	7.500%	2/1/22	1,450,000	1,469,756 (a)
Salix Pharmaceuticals Ltd., Senior Notes	6.000%	1/15/21	810,000	878,850 (a)
<i>Total Pharmaceuticals</i>				<i>2,348,606</i>
<b>Total Health Care</b>				<b>29,699,073</b>
<i>Industrials 14.3%</i>				
<i>Aerospace &amp; Defense 1.8%</i>				
CBC Ammo LLC/CBC FinCo Inc., Senior Notes	7.250%	11/15/21	2,100,000	2,107,875 (a)
Ducommun Inc., Senior Notes	9.750%	7/15/18	1,010,000	1,097,112
Erickson Inc., Secured Notes	8.250%	5/1/20	2,483,000	2,371,265
GenCorp Inc., Secured Notes	7.125%	3/15/21	760,000	822,700
LMI Aerospace Inc., Secured Notes	7.375%	7/15/19	710,000	713,550 (a)
TransDigm Inc., Senior Subordinated Notes	6.000%	7/15/22	2,460,000	2,432,325 (a)
<i>Total Aerospace &amp; Defense</i>				<i>9,544,827</i>
<i>Air Freight &amp; Logistics 0.2%</i>				
XPO Logistics Inc., Senior Notes	7.875%	9/1/19	1,050,000	1,089,375 (a)
<i>Airlines 0.7%</i>				
Air Canada, Pass-Through Trust, Secured Notes	6.625%	5/15/18	560,000	586,404 (a)
American Airlines, Pass-Through Trust, Secured Notes	7.000%	1/31/18	586,663	627,729 (a)
Delta Air Lines Inc., Pass-Through Certificates, Secured Notes	8.021%	8/10/22	617,690	721,153
Delta Air Lines Inc., Pass-Through Certificates, Subordinated Secured Notes	9.750%	12/17/16	315,355	354,774
United Airlines Inc., Pass-Through Certificates, Notes	5.500%	10/29/20	437,507	461,570
United Airlines Inc., Pass-Through Certificates, Secured Notes	9.250%	5/10/17	107,440	119,259
United Airlines Inc., Pass-Through Certificates, Senior Secured Notes	6.125%	4/29/18	740,000	784,400
<i>Total Airlines</i>				<i>3,655,289</i>
<i>Building Products 0.5%</i>				
Ashton Woods USA LLC/Ashton Woods Finance Co., Senior Notes	6.875%	2/15/21	1,460,000	1,397,950 (a)
Building Materials Corp. of America, Senior Notes	6.750%	5/1/21	600,000	630,000 (a)
Building Materials Corp. of America, Senior Secured Notes	7.500%	3/15/20	550,000	577,500 (a)
Rearden G Holdings EINS GmbH, Senior Notes	7.875%	3/30/20	100,000	105,500 (a)
<i>Total Building Products</i>				<i>2,710,950</i>

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Commercial Services &amp; Supplies 2.2%</i>				
Garda World Security Corp., Senior Notes	7.250%	11/15/21	390,000	\$ 390,000 <sup>(a)</sup>
JM Huber Corp., Senior Notes	9.875%	11/1/19	860,000	967,500 <sup>(a)</sup>
Monitronics International Inc., Senior Notes	9.125%	4/1/20	3,280,000	3,394,800
RSC Equipment Rental Inc./RSC Holdings III LLC, Senior Notes	8.250%	2/1/21	810,000	880,875
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	7.750%	4/15/20	1,423,000	1,529,725 <sup>(a)</sup>
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	7.750%	4/15/20	891,000	957,825 <sup>(a)</sup>
United Rentals North America Inc., Senior Notes	7.625%	4/15/22	2,608,000	2,849,240
West Corp., Senior Notes	5.375%	7/15/22	600,000	555,000 <sup>(a)</sup>
<i>Total Commercial Services &amp; Supplies</i>				<i>11,524,965</i>
<i>Construction &amp; Engineering 1.4%</i>				
Ausdrill Finance Pty Ltd., Senior Notes	6.875%	11/1/19	1,240,000	1,150,100 <sup>(a)</sup>
Brundage-Bone Concrete Pumping Inc., Senior Secured Notes	10.375%	9/1/21	1,050,000	1,085,438 <sup>(a)</sup>
Michael Baker Holdings LLC/Micahel Baker Finance Corp., Senior Notes	8.875%	4/15/19	1,580,000	1,572,100 <sup>(a)(d)</sup>
Michael Baker International LLC/CDL Acquisition Co. Inc., Senior Secured Notes	8.250%	10/15/18	1,870,000	1,898,050 <sup>(a)</sup>
Modular Space Corp., Secured Notes	10.250%	1/31/19	1,510,000	1,528,875 <sup>(a)</sup>
Odebrecht Finance Ltd., Senior Notes	4.375%	4/25/25	260,000	245,050 <sup>(a)</sup>
<i>Total Construction &amp; Engineering</i>				<i>7,479,613</i>
<i>Electrical Equipment 0.4%</i>				
International Wire Group Holdings Inc., Senior Secured Notes	8.500%	10/15/17	1,020,000	1,099,050 <sup>(a)</sup>
NES Rentals Holdings Inc., Senior Secured Notes	7.875%	5/1/18	930,000	976,500 <sup>(a)</sup>
<i>Total Electrical Equipment</i>				<i>2,075,550</i>
<i>Industrial Conglomerates 0.3%</i>				
Leucadia National Corp., Senior Notes	8.125%	9/15/15	1,290,000	1,376,108
<i>Machinery 1.2%</i>				
CTP Transportation Products LLC/CTP Finance Inc., Senior Secured Notes	8.250%	12/15/19	610,000	652,700 <sup>(a)</sup>
Dematic SA/DH Services Luxembourg Sarl, Senior Notes	7.750%	12/15/20	2,820,000	2,975,100 <sup>(a)</sup>
Gardner Denver Inc., Senior Notes	6.875%	8/15/21	550,000	554,125 <sup>(a)</sup>
Global Brass and Copper Inc., Senior Secured Notes	9.500%	6/1/19	1,260,000	1,404,900
SPL Logistics Escrow LLC/SPL Logistics Finance Corp., Senior Secured Notes	8.875%	8/1/20	890,000	972,325 <sup>(a)</sup>
<i>Total Machinery</i>				<i>6,559,150</i>
<i>Marine 1.0%</i>				
Horizon Lines LLC, Secured Notes	13.000%	10/15/16	1,844,724	1,555,541 <sup>(d)</sup>
Horizon Lines LLC, Senior Secured Notes	11.000%	10/15/16	943,000	948,894

See Notes to Financial Statements.

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Marine continued</i>				
Navios Maritime Acquisition Corp./Navios Acquisition Finance U.S. Inc., Senior Secured Notes	8.125%	11/15/21	1,510,000	\$ 1,464,700 <sup>(a)</sup>
Ultrapetrol Bahamas Ltd., Senior Secured Notes	8.875%	6/15/21	1,240,000	1,314,400
<i>Total Marine</i>				5,283,535
<i>Road &amp; Rail 1.9%</i>				
Flexi-Van Leasing Inc., Senior Notes	7.875%	8/15/18	1,290,000	1,351,275 <sup>(a)</sup>
Florida East Coast Holdings Corp., Senior Notes	9.750%	5/1/20	1,910,000	1,948,200 <sup>(a)</sup>
Florida East Coast Holdings Corp., Senior Secured Notes	6.750%	5/1/19	950,000	971,375 <sup>(a)</sup>
Jack Cooper Holdings Corp., Senior Secured Notes	9.250%	6/1/20	2,450,000	2,642,937 <sup>(a)</sup>
Jurassic Holdings III Inc., Secured Notes	6.875%	2/15/21	860,000	862,150 <sup>(a)</sup>
Quality Distribution LLC/QD Capital Corp., Secured Notes	9.875%	11/1/18	2,301,000	2,427,555
<i>Total Road &amp; Rail</i>				10,203,492
<i>Trading Companies &amp; Distributors 0.6%</i>				
Ashtead Capital Inc., Senior Secured Notes	6.500%	7/15/22	1,340,000	1,427,100 <sup>(a)</sup>
H&E Equipment Services Inc., Senior Notes	7.000%	9/1/22	1,620,000	1,737,450
<i>Total Trading Companies &amp; Distributors</i>				3,164,550
<i>Transportation 1.9%</i>				
CMA CGM, Senior Notes	8.500%	4/15/17	2,810,000	2,908,350 <sup>(a)</sup>
Hapag-Lloyd AG, Senior Notes	9.750%	10/15/17	1,700,000	1,785,000 <sup>(a)</sup>
Neovia Logistics Intermediate Holdings LLC/Logistics Intermediate Finance Corp., Senior Notes	10.000%	2/15/18	1,980,000	2,019,600 <sup>(a)(d)</sup>
Syncreon Group BV/Syncreon Global Finance US Inc., Senior Notes	8.625%	11/1/21	1,750,000	1,741,250 <sup>(a)</sup>
Watco Cos., LLC/Watco Finance Corp., Senior Notes	6.375%	4/1/23	1,320,000	1,333,200 <sup>(a)</sup>
<i>Total Transportation</i>				9,787,400
<i>Transportation Infrastructure 0.2%</i>				
Aguila 3 SA, Senior Secured Notes	7.875%	1/31/18	870,000	893,925 <sup>(a)</sup>
<b>Total Industrials</b>				<b>75,348,729</b>
<b>Information Technology 3.1%</b>				
<i>Electronic Equipment, Instruments &amp; Components 0.4%</i>				
Interface Security Systems Holdings Inc./Interface Security Systems LLC, Senior Secured Notes	9.250%	1/15/18	1,240,000	1,277,200
Zebra Technologies Corp., Senior Notes	7.250%	10/15/22	910,000	910,000 <sup>(a)</sup>
<i>Total Electronic Equipment, Instruments &amp; Components</i>				2,187,200
<i>Internet Software &amp; Services 0.6%</i>				
Ancestry.com Inc., Senior Notes	9.625%	10/15/18	710,000	713,550 <sup>(a)(d)</sup>
Ancestry.com Inc., Senior Notes	11.000%	12/15/20	1,070,000	1,225,150
Zayo Group LLC/Zayo Capital Inc., Senior Secured Notes	8.125%	1/1/20	990,000	1,065,487
<i>Total Internet Software &amp; Services</i>				3,004,187

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

### Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>IT Services 1.4%</i>				
Compiler Finance Subordinated Inc., Senior Notes	7.000%	5/1/21	1,410,000	\$ 1,339,500 <sup>(a)</sup>
First Data Corp., Secured Notes	8.250%	1/15/21	860,000	915,900 <sup>(a)</sup>
First Data Corp., Senior Notes	12.625%	1/15/21	2,310,000	2,772,000
First Data Corp., Senior Subordinated Notes	11.750%	8/15/21	1,545,000	1,796,062
Interactive Data Corp., Senior Notes	5.875%	4/15/19	830,000	831,038 <sup>(a)</sup>
<i>Total IT Services</i>				<i>7,654,500</i>
<i>Software 0.1%</i>				
Audatex North America Inc., Senior Notes	6.000%	6/15/21	720,000	741,600 <sup>(a)</sup>
<i>Technology Hardware, Storage &amp; Peripherals 0.6%</i>				
Hewlett-Packard Co., Senior Notes	4.650%	12/9/21	2,750,000	2,981,418
<b>Total Information Technology</b>				<b>16,568,905</b>
<i>Materials 9.2%</i>				
<i>Chemicals 0.6%</i>				
HIG BBC Intermediate Holdings LLC/HIG BBC Holdings Corp., Senior Notes	10.500%	9/15/18	770,000	779,625 <sup>(a)(d)</sup>
Kerling PLC, Senior Secured Notes	10.625%	2/1/17	1,048,000 <sup>EUR</sup>	1,376,624 <sup>(a)</sup>
KP Germany Erste GmbH, Senior Secured Notes	11.625%	7/15/17	420,000 <sup>EUR</sup>	587,354 <sup>(a)</sup>
KP Germany Erste GmbH, Senior Secured Notes	11.625%	7/15/17	320,000 <sup>EUR</sup>	447,508 <sup>(f)</sup>
<i>Total Chemicals</i>				<i>3,191,111</i>
<i>Construction Materials 0.3%</i>				
Hardwoods Acquisition Inc., Senior Secured Notes	7.500%	8/1/21	1,290,000	1,277,100 <sup>(a)</sup>
<i>Containers &amp; Packaging 2.9%</i>				
Ardagh Finance Holdings SA, Senior Notes	8.625%	6/15/19	1,240,000	1,252,400 <sup>(a)(d)</sup>
Ardagh Packaging Finance PLC, Senior Notes	9.125%	10/15/20	1,130,000	1,228,875 <sup>(a)</sup>
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	6.250%	1/31/19	480,000	476,400 <sup>(a)</sup>
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	9.125%	10/15/20	2,170,000	2,349,025 <sup>(a)</sup>
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	7.000%	11/15/20	254,118	257,929 <sup>(a)</sup>
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	6.750%	1/31/21	1,520,000	1,523,800 <sup>(a)</sup>
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	6.000%	6/30/21	680,000	654,500 <sup>(a)</sup>
BWAY Holding Co., Senior Notes	9.125%	8/15/21	1,610,000	1,626,100 <sup>(a)</sup>
Coveris Holdings SA, Senior Notes	7.875%	11/1/19	1,780,000	1,869,000 <sup>(a)</sup>
Pactiv LLC, Senior Bonds	8.375%	4/15/27	2,560,000	2,739,200
PaperWorks Industries Inc., Senior Secured Notes	9.500%	8/15/19	1,030,000	1,051,888 <sup>(a)</sup>
Reynolds Group Issuer Inc./Reynolds Group Issuer LLC/Reynolds Group Issuer (Luxembourg) SA, Senior Notes	8.500%	5/15/18	280,000	290,150
<i>Total Containers &amp; Packaging</i>				<i>15,319,267</i>

See Notes to Financial Statements.



Edgar Filing: UNITED NATURAL FOODS INC - Form 10-Q

Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Metals &amp; Mining 4.2%</i>				
ArcelorMittal, Senior Notes	6.000%	3/1/21	465,000	\$ 490,575
ArcelorMittal, Senior Notes	6.750%	2/25/22	340,000	366,775
AuRico Gold Inc., Secured Notes	7.750%	4/1/20	1,000,000	1,005,000 (a)
Barmenco Finance Pty Ltd., Senior Notes	9.000%	6/1/18	1,300,000	1,131,000 (a)
Cliffs Natural Resources Inc., Senior Notes	5.900%	3/15/20	1,540,000	1,285,900
Coeur Mining Inc., Senior Notes	7.875%	2/1/21	1,850,000	1,743,625
Evrz Group SA, Notes	9.500%	4/24/18	100,000	104,750 (a)
Evrz Group SA, Senior Notes	9.500%	4/24/18	100,000	104,750 (f)
FMG Resources (August 2006) Pty Ltd., Senior Notes	8.250%	11/1/19	2,210,000	2,292,875 (a)
Midwest Vanadium Pty Ltd., Senior Secured Notes	11.500%	2/15/18	1,570,000	243,350 (a)(b)(e)
Mirabela Nickel Ltd., Subordinated Notes	1.000%	9/10/44	16,961	0 (b)(c)(i)
Prince Mineral Holding Corp., Senior Secured Notes	12.000%	12/15/19	1,280,000	1,440,000 (a)
Rain CII Carbon LLC/CII Carbon Corp., Senior Secured Notes	8.250%	1/15/21	2,260,000	2,361,700 (a)
Ryerson Inc./Joseph T. Ryerson & Son Inc., Senior Secured Notes	9.000%	10/15/17	2,040,000	2,157,300
Schaeffler Holding Finance BV, Senior Secured Bonds	6.875%	8/15/18	880,000	919,600 (a)(d)
Schaeffler Holding Finance BV, Senior Secured Notes	6.875%	8/15/18	1,050,000 EUR	1,393,176 (a)(d)
St. Barbara Ltd., Senior Secured Notes	8.875%	4/15/18	1,980,000	1,673,100 (a)
SunCoke Energy Partners LP/SunCoke Energy Partners Finance Corp., Senior Notes	7.375%	2/1/20	610,000	643,550 (a)
SunCoke Energy Partners LP/SunCoke Energy Partners Finance Corp., Senior Notes	7.375%	2/1/20	270,000	284,850 (a)
Thompson Creek Metals Co. Inc., Senior Notes	12.500%	5/1/19	1,050,000	1,157,625
Thompson Creek Metals Co. Inc., Senior Secured Notes	9.750%	12/1/17	990,000	1,081,575
Vale Overseas Ltd., Notes	8.250%	1/17/34	62,000	78,260
Vale Overseas Ltd., Notes	6.875%	11/21/36	68,000	77,010
Vedanta Resources PLC, Senior Notes	6.750%	6/7/16	200,000	209,770 (a)
<i>Total Metals &amp; Mining</i>				<i>22,246,116</i>
<i>Paper &amp; Forest Products 1.2%</i>				
Appvion Inc., Secured Notes	9.000%	6/1/20	3,480,000	2,927,550 (a)
Resolute Forest Products Inc., Senior Notes	5.875%	5/15/23	2,310,000	2,146,856
Verso Paper Holdings LLC/Verso Paper Inc., Senior Secured Notes	11.750%	1/15/19	1,070,000	1,080,700
Verso Paper Holdings LLC/Verso Paper Inc., Senior Secured Notes	11.750%	1/15/19	232,000	192,560
<i>Total Paper &amp; Forest Products</i>				<i>6,347,666</i>
<b>Total Materials</b>				<b>48,381,260</b>
<i>Telecommunication Services 9.4%</i>				
<i>Diversified Telecommunication Services 5.3%</i>				
Axtel SAB de CV, Senior Secured Notes, Step Bond	8.000%	1/31/20	129,000	129,000 (a)

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

### Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Diversified Telecommunication Services continued</i>				
CenturyLink Inc., Senior Notes	5.800%	3/15/22	2,350,000	\$ 2,420,500
Cogent Communications Holdings Inc., Senior Secured Notes	8.375%	2/15/18	1,660,000	1,751,300 <sup>(a)</sup>
Intelsat Jackson Holdings SA, Senior Bonds	5.500%	8/1/23	3,380,000	3,240,575
Intelsat Jackson Holdings SA, Senior Notes	7.250%	10/15/20	2,750,000	2,915,000
Intelsat Jackson Holdings SA, Senior Notes	7.500%	4/1/21	670,000	717,737
Level 3 Financing Inc., Senior Notes	7.000%	6/1/20	130,000	137,638
Level 3 Financing Inc., Senior Notes	8.625%	7/15/20	2,350,000	2,555,625
Level 3 Financing Inc., Senior Notes	6.125%	1/15/21	630,000	651,263 <sup>(a)</sup>
TW Telecom Holdings Inc., Senior Notes	5.375%	10/1/22	480,000	517,800
TW Telecom Holdings Inc., Senior Notes	6.375%	9/1/23	2,820,000	3,165,450
UBS Luxembourg SA for OJSC Vimpel Communications, Loan Participation Notes	8.250%	5/23/16	130,000	137,150 <sup>(f)</sup>
Unitymedia Hessen GmbH & Co. KG/Unitymedia NRW GmbH, Senior Secured Notes	7.500%	3/15/19	430,000	456,875 <sup>(a)</sup>
Verizon Communications Inc., Senior Notes	5.150%	9/15/23	1,830,000	2,027,955
Windstream Corp., Senior Notes	7.500%	4/1/23	4,330,000	4,459,900
Windstream Corp., Senior Notes	6.375%	8/1/23	2,910,000	2,819,062
<i>Total Diversified Telecommunication Services</i>				<i>28,102,830</i>
<i>Wireless Telecommunication Services 4.1%</i>				
Sprint Capital Corp., Senior Notes	6.875%	11/15/28	2,900,000	2,784,000
Sprint Capital Corp., Senior Notes	8.750%	3/15/32	5,335,000	5,848,494
Sprint Communications Inc., Senior Notes	6.000%	12/1/16	200,000	210,750
Sprint Communications Inc., Senior Notes	9.000%	11/15/18	2,770,000	3,206,275 <sup>(a)</sup>
Sprint Corp., Senior Notes	7.875%	9/15/23	2,860,000	3,038,750 <sup>(a)</sup>
Syniverse Holdings Inc., Senior Notes	9.125%	1/15/19	1,455,000	1,531,388
T-Mobile USA Inc., Senior Notes	6.542%	4/28/20	560,000	576,100
T-Mobile USA Inc., Senior Notes	6.731%	4/28/22	400,000	410,500
T-Mobile USA Inc., Senior Notes	6.000%	3/1/23	2,550,000	2,553,187
VimpelCom Holdings BV, Senior Notes	7.504%	3/1/22	200,000	204,750 <sup>(a)</sup>
VimpelCom Holdings BV, Senior Notes	5.950%	2/13/23	1,200,000	1,107,000 <sup>(a)</sup>
<i>Total Wireless Telecommunication Services</i>				<i>21,471,194</i>
<b>Total Telecommunication Services</b>				<b>49,574,024</b>
<b>Utilities 4.0%</b>				
<i>Electric Utilities 1.5%</i>				
AES Red Oak LLC, Secured Notes	9.200%	11/30/29	4,200,000	4,641,000
GenOn REMA LLC, Pass-Through Certificates	9.237%	7/2/17	453,761	484,390
GenOn REMA LLC, Pass-Through Certificates	9.681%	7/2/26	2,220,000	2,375,400
Midwest Generation LLC, Pass-Through Certificates	8.560%	1/2/16	393,263	403,094
<i>Total Electric Utilities</i>				<i>7,903,884</i>

See Notes to Financial Statements.

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Gas Utilities 0.3%</i>				
Southern Natural Gas Co., Senior Notes	8.000%	3/1/32	60,000	\$ 76,538
Suburban Propane Partners LP/Suburban Energy Finance Corp., Senior Notes	7.375%	3/15/20	1,330,000	1,396,500
<i>Total Gas Utilities</i>				<i>1,473,038</i>
<i>Independent Power and Renewable Electricity Producers 2.2%</i>				
Atlantic Power Corp., Senior Notes	9.000%	11/15/18	960,000	974,400
Calpine Corp., Senior Secured Notes	7.875%	1/15/23	1,303,000	1,426,785 (a)
Colbun SA, Senior Notes	6.000%	1/21/20	100,000	110,719 (a)
Dynergy Roseton LLC/Dynergy Danskammer LLC Pass-Through Trust, Escrow Receipt			380,000	0 (b)(c)(e)(i)
First Wind Holdings Inc., Senior Secured Notes	10.250%	6/1/18	2,680,000	2,847,500 (a)
Foresight Energy LLC/Foresight Energy Corp., Senior Notes	7.875%	8/15/21	2,320,000	2,453,400 (a)
Mirant Mid Atlantic LLC, Pass-Through Certificates	9.125%	6/30/17	95,144	102,042
Mirant Mid Atlantic LLC, Pass-Through Certificates	10.060%	12/30/28	3,303,832	3,667,254
<i>Total Independent Power and Renewable Electricity Producers</i>				<i>11,582,100</i>
<b>Total Utilities</b>				<b>20,959,022</b>
<b>Total Corporate Bonds &amp; Notes (Cost \$468,578,142)</b>				<b>481,040,087</b>
<i>Collateralized Mortgage Obligations 0.1%</i>				
Countrywide Home Loan Mortgage Pass-Through Trust, 2004-HYB5 7A1 (Cost \$511,905)	2.375%	4/20/35	734,982	644,732 (g)
<b>Convertible Bonds &amp; Notes 0.3%</b>				
<i>Materials 0.3%</i>				
<i>Chemicals 0.1%</i>				
Hercules Inc., Junior Subordinated Bonds	6.500%	6/30/29	420,000	385,875
<i>Metals &amp; Mining 0.2%</i>				
Mirabela Nickel Ltd., Senior Secured Bonds	9.500%	6/20/19	1,079,000	1,079,000 (a)(b)(c)
<b>Total Convertible Bonds &amp; Notes (Cost \$1,464,591)</b>				<b>1,464,875</b>
<b>Senior Loans 2.3%</b>				
<i>Consumer Discretionary 0.7%</i>				
<i>Hotels, Restaurants &amp; Leisure 0.5%</i>				
Equinox Holdings Inc., Second Lien Term Loan	9.750%	7/31/20	1,290,000	1,309,350 (j)(k)
Stockbridge SBE Holdings LLC, Term Loan B	13.000%	5/2/17	1,335,000	1,448,475 (j)(k)
<i>Total Hotels, Restaurants &amp; Leisure</i>				<i>2,757,825</i>
<i>Household Durables 0.1%</i>				
William Lyon Homes Inc., Bridge Term Loan		8/12/22	463,846	463,846 (c)(l)
<i>Specialty Retail 0.1%</i>				
Gymboree Corp., Initial Term Loan	5.000%	2/23/18	620,000	413,333 (j)(k)
<b>Total Consumer Discretionary</b>				<b>3,635,004</b>

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

## Western Asset High Income Opportunity Fund Inc.

Security	Rate	Maturity Date	Face Amount	Value
<b>Consumer Staples 0.1%</b>				
<i>Food Products 0.1%</i>				
AdvancePierre Foods Inc., Second Lien Term Loan	9.500%	10/10/17	550,000	\$ 547,250 (i)(k)
<b>Health Care 0.7%</b>				
<i>Health Care Providers &amp; Services 0.7%</i>				
CRC Health Corp., Second Lien Term Loan	9.000%	9/28/21	1,090,000	1,090,681 (i)(k)
Physiotherapy Associates Holdings Inc., Exit Term Loan	11.000%	10/10/16	1,170,000	1,164,150 (b)(j)(k)
Radnet Management Inc., Second Lien Term Loan	8.000%	3/25/21	1,350,000	1,355,063 (i)(k)
<b>Total Health Care</b>				<b>3,609,894</b>
<b>Materials 0.2%</b>				
<i>Chemicals 0.2%</i>				
Kronos Inc., Second Lien Term Loan	9.750%	4/30/20	980,000	1,011,850 (i)(k)
<b>Utilities 0.6%</b>				
<i>Independent Power and Renewable Electricity Producers 0.6%</i>				
Energy Future Intermediate Holding Co. LLC, DIP Term Loan	4.250%	6/19/16	3,055,640	3,046,091 (i)(k)
<b>Total Senior Loans (Cost \$11,827,175)</b>				<b>11,850,089</b>
<b>Sovereign Bonds 0.2%</b>				
<i>Colombia 0.0%</i>				
Republic of Colombia, Senior Notes	7.375%	3/18/19	100,000	119,750
<i>Turkey 0.1%</i>				
Republic of Turkey, Senior Notes	7.000%	6/5/20	12,000	13,636
Republic of Turkey, Senior Notes	6.875%	3/17/36	377,000	433,569
<i>Total Turkey</i>				<i>447,205</i>
<i>Venezuela 0.1%</i>				
Bolivarian Republic of Venezuela, Global Senior Bonds	8.500%	10/8/14	12,000	11,874
Bolivarian Republic of Venezuela, Senior Bonds	5.750%	2/26/16	386,000	330,030 (f)
Bolivarian Republic of Venezuela, Senior Bonds	9.375%	1/13/34	53,000	35,245
Bolivarian Republic of Venezuela, Senior Notes	7.650%	4/21/25	16,000	9,920
<i>Total Venezuela</i>				<i>387,069</i>
<b>Total Sovereign Bonds (Cost \$954,643)</b>				<b>954,024</b>
			Shares	
<b>Common Stocks 2.5%</b>				
<b>Consumer Discretionary 0.3%</b>				
<i>Automobiles 0.3%</i>				
Ford Motor Co.			88,227	1,304,877
<i>Hotels, Restaurants &amp; Leisure 0.0%</i>				
Bossier Casino Venture Holdco Inc.			86,730	0 *(b)(c)(i)
<b>Total Consumer Discretionary</b>				<b>1,304,877</b>

See Notes to Financial Statements.

Western Asset High Income Opportunity Fund Inc.

	Shares	Value
Security		
<b>Energy 0.5%</b>		
<i>Energy Equipment &amp; Services 0.5%</i>		
KCAD Holdings I Ltd.	275,927,431	\$ 2,537,705 *(b)(c)
<b>Financials 1.0%</b>		
<i>Banks 0.9%</i>		
Citigroup Inc.	64,503	3,342,546
JPMorgan Chase & Co.	24,776	1,492,506
<i>Total Banks</i>		4,835,052
<i>Real Estate Management &amp; Development 0.1%</i>		
Realogy Holdings Corp.	10,723	398,895 *
<b>Total Financials</b>		<b>5,233,947</b>
<b>Health Care 0.1%</b>		
<i>Health Care Providers &amp; Services 0.1%</i>		
Physiotherapy Associates Holdings Inc.	16,100	772,800 *(b)(c)
<b>Industrials 0.6%</b>		
<i>Marine 0.6%</i>		
DeepOcean Group Holding AS	106,322	3,014,016 *(b)(c)
Horizon Lines Inc., Class A Shares	758,779	311,099 *
<b>Total Industrials</b>		<b>3,325,115</b>
<b>Materials 0.0%</b>		
<i>Metals &amp; Mining 0.0%</i>		
Mirabela Nickel Ltd.	3,464,533	200,203 *
<b>Total Common Stocks (Cost \$14,848,983)</b>		<b>13,374,647</b>
	Rate	
<b>Preferred Stocks 1.9%</b>		
<b>Energy 0.3%</b>		
<i>Oil, Gas &amp; Consumable Fuels 0.3%</i>		
Rex Energy Corp.	6.000%	5,800 566,950
SandRidge Energy Inc.	8.500%	12,000 1,164,000
<b>Total Energy</b>		<b>1,730,950</b>
<b>Financials 1.6%</b>		
<i>Consumer Finance 1.1%</i>		
GMAC Capital Trust I	8.125%	216,388 5,758,085 <sup>(g)</sup>
<i>Diversified Financial Services 0.5%</i>		
Citigroup Capital XIII	7.875%	92,250 2,483,370 <sup>(g)</sup>
<b>Total Financials</b>		<b>8,241,455</b>
<b>Total Preferred Stocks (Cost \$9,630,046)</b>		<b>9,972,405</b>

See Notes to Financial Statements.

## Schedule of investments (cont d)

September 30, 2014

### Western Asset High Income Opportunity Fund Inc.

Security	Expiration Date	Warrants	Value
<b>Warrants 0.1%</b>			
Jack Cooper Holdings Corp.	12/15/17	2,184	\$ 360,360 <sup>*(a)</sup>
Jack Cooper Holdings Corp.	5/6/18	1,018	167,970 <sup>*(a)</sup>
<b>Total Warrants (Cost \$55,656)</b>			<b>528,330</b>
<b>Total Investments 98.5% (Cost \$507,871,141#)</b>			<b>519,829,189</b>
Other Assets in Excess of Liabilities 1.5%			8,173,068
<b>Total Net Assets 100.0%</b>			<b>\$ 528,002,257</b>

Face amount denominated in U.S. dollars, unless otherwise noted.

\* Non-income producing security.

(a) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. This security has been deemed liquid pursuant to guidelines approved by the Board of Directors, unless otherwise noted.

(b) Illiquid security (unaudited).

(c) Security is valued in good faith in accordance with procedures approved by the Board of Directors (See Note 1).

(d) Payment-in-kind security for which the issuer has the option at each interest payment date of making interest payments in cash or additional debt securities.

(e) The coupon payment on these securities is currently in default as of September 30, 2014.

(f) Security is exempt from registration under Regulation S of the Securities Act of 1933. Regulation S applies to securities offerings that are made outside of the United States and do not involve direct selling efforts in the United States. This security has been deemed liquid pursuant to guidelines approved by the Board of Directors, unless otherwise noted.

(g) Variable rate security. Interest rate disclosed is as of the most recent information available.

(h) Security has no maturity date. The date shown represents the next call date.

(i) Value is less than \$1.

## Edgar Filing: UNITED NATURAL FOODS INC - Form 10-Q

- (i) Senior loans may be considered restricted in that the Fund ordinarily is contractually obligated to receive approval from the agent bank and/or borrower prior to the disposition of a senior loan.
- (k) Interest rates disclosed represent the effective rates on senior loans. Ranges in interest rates are attributable to multiple contracts under the same loan.
- (l) All or a portion of this loan is unfunded as of September 30, 2014. The interest rate for fully unfunded term loans is to be determined.

# Aggregate cost for federal income tax purposes is \$509,348,491.

### Abbreviations used in this schedule:

AUD	Australian Dollar
EUR	Euro
OJSC	Open Joint Stock Company

See Notes to Financial Statements.

## Statement of assets and liabilities

September 30, 2014

<b>Assets:</b>	
Investments, at value (Cost \$507,871,141)	\$ 519,829,189
Foreign currency, at value (Cost \$2,053,213)	1,946,180
Cash	3,056,848
Interest receivable	11,149,723
Receivable for securities sold	1,252,686
Unrealized appreciation on forward foreign currency contracts	621,644
Deposits with brokers for open futures contracts	293,993
Receivable from broker variation margin on open futures contracts	27,000
Prepaid expenses	57,321
<b>Total Assets</b>	<b>538,234,584</b>
<b>Liabilities:</b>	
Payable for securities purchased	9,769,521
Investment management fee payable	352,494
Directors fees payable	15,017
Accrued expenses	95,295
<b>Total Liabilities</b>	<b>10,232,327</b>
<b>Total Net Assets</b>	<b>\$ 528,002,257</b>
<b>Net Assets:</b>	
Par value (\$0.001 par value; 83,688,580 shares issued and outstanding; 500,000,000 shares authorized)	\$ 83,689
Paid-in capital in excess of par value	597,820,171
Overdistributed net investment income	(51,323)
Accumulated net realized loss on investments, futures contracts, swap contracts and foreign currency transactions	(82,485,052)
Net unrealized appreciation on investments, futures contracts and foreign currencies	12,634,772
<b>Total Net Assets</b>	<b>\$ 528,002,257</b>
<b>Shares Outstanding</b>	<b>83,688,580</b>
<b>Net Asset Value</b>	<b>\$6.31</b>

See Notes to Financial Statements.



## Statement of operations

For the Year Ended September 30, 2014

<b>Investment Income:</b>	
Interest	\$ 40,336,933
Dividends	660,586
<i>Total Investment Income</i>	<i>40,997,519</i>
<b>Expenses:</b>	
Investment management fee (Note 2)	4,338,092
Directors' fees	95,851
Transfer agent fees	85,340
Stock exchange listing fees	84,048
Audit and tax fees	56,980
Legal fees	43,926
Shareholder reports	39,159
Insurance	11,208
Custody fees	6,908
Miscellaneous expenses	12,045
<i>Total Expenses</i>	<i>4,773,557</i>
<b>Net Investment Income</b>	<b>36,223,962</b>
<b>Realized and Unrealized Gain (Loss) on Investments, Futures Contracts, Swap Contracts and Foreign Currency Transactions</b> (Notes 1, 3 and 4):	
<b>Net Realized Gain (Loss) From:</b>	
Investment transactions	3,571,689
Futures contracts	(860,331)
Swap contracts	(585,672)
Foreign currency transactions	(77,787)
<i>Net Realized Gain</i>	<i>2,047,899</i>
<b>Change in Net Unrealized Appreciation (Depreciation) From:</b>	
Investments	(6,510,455)
Futures contracts	100,161
Foreign currencies	699,485
<i>Change in Net Unrealized Appreciation (Depreciation)</i>	<i>(5,710,809)</i>
<b>Net Loss on Investments, Futures Contracts, Swap Contracts and Foreign Currency Transactions</b>	<b>(3,662,910)</b>
<b>Increase in Net Assets From Operations</b>	<b>\$ 32,561,052</b>

See Notes to Financial Statements.

## Statements of changes in net assets

For the Years Ended September 30,	2014	2013
<b>Operations:</b>		
Net investment income	\$ 36,223,962	\$ 35,088,726
Net realized gain	2,047,899	7,885,411
Change in net unrealized appreciation (depreciation)	(5,710,809)	2,071,653
<i>Increase in Net Assets from Operations</i>	<i>32,561,052</i>	<i>45,045,790</i>
<b>Distributions to Shareholders From (Note 1):</b>		
Net investment income	(36,739,288)	(37,168,583)
<i>Decrease in Net Assets from Distributions to Shareholders</i>	<i>(36,739,288)</i>	<i>(37,168,583)</i>
<b>Fund Share Transactions:</b>		
Reinvestment of distributions (0 and 186,414 shares issued, respectively)		1,192,764
Net assets of shares issued in connection with merger (0 and 7,940,647 shares issued, respectively) (Note 6)		50,235,855
Cost of aggregate fractional shares repurchased (0 and 52 aggregate fractional shares, respectively) (Note 6)		(334)
<i>Increase in Net Assets from Fund Share Transactions</i>		<i>51,428,285</i>
<i>Increase (Decrease) in Net Assets</i>	<i>(4,178,236)</i>	<i>59,305,492</i>
<b>Net Assets:</b>		
Beginning of year	532,180,493	472,875,001
<b>End of year*</b>	<b>\$ 528,002,257</b>	<b>\$ 532,180,493</b>
*Includes(overdistributed) undistributed net investment income, respectively, of:	\$(51,323)	\$88,428

See Notes to Financial Statements.

## Financial highlights

For a share of capital stock outstanding throughout each year ended September 30:					
	2014 <sup>1</sup>	2013 <sup>1</sup>	2012 <sup>1</sup>	2011 <sup>1</sup>	2010 <sup>1</sup>
Net asset value, beginning of year	\$6.36	\$6.26	\$5.76	\$6.10	\$5.70
<b>Income (loss) from operations:</b>					
Net investment income	0.43	0.45	0.49	0.50	0.56
Net realized and unrealized gain (loss)	(0.04)	0.13	0.52	(0.31)	0.45
<b>Total income from operations</b>	<b>0.39</b>	<b>0.58</b>	<b>1.01</b>	<b>0.19</b>	<b>1.01</b>
<b>Less distributions from:</b>					
Net investment income	(0.44)	(0.48)	(0.51)	(0.53)	(0.61)
<b>Total distributions</b>	<b>(0.44)</b>	<b>(0.48)</b>	<b>(0.51)</b>	<b>(0.53)</b>	<b>(0.61)</b>
Net asset value, end of year	\$6.31	\$6.36	\$6.26	\$5.76	\$6.10
Market price, end of year	\$5.79	\$5.97	\$6.65	\$5.78	\$6.27
<b>Total return, based on NAV<sup>2,3</sup></b>	<b>6.17%</b>	<b>9.49%</b>	<b>18.15%</b>	<b>2.81%</b>	<b>18.62%</b>
<b>Total return, based on Market Price<sup>4</sup></b>	<b>4.28%</b>	<b>(3.07)%</b>	<b>25.00%</b>	<b>0.37%</b>	<b>19.42%</b>
Net assets, end of year (millions)	\$528	\$532	\$473	\$433	\$457
<b>Ratios to average net assets:</b>					
Gross expenses	0.88%	0.90%	0.88%	0.89%	0.95%
Net expenses <sup>5</sup>	0.88	0.90	0.88	0.89	0.95
Net investment income	6.68	7.04	8.17	7.98	9.47
<b>Portfolio turnover rate</b>	<b>37%</b>	<b>53%</b>	<b>53%</b>	<b>68%</b>	<b>96%</b>

<sup>1</sup> Per share amounts have been calculated using the average shares method.

<sup>2</sup> Performance figures may reflect compensating balance arrangements, fee waivers and/or expense reimbursements. In the absence of compensating balance arrangements, fee waivers and/or expense reimbursements, the total return would have been lower. Past performance is no guarantee of future results.

<sup>3</sup> The total return calculation assumes that distributions are reinvested at NAV. Prior to January 1, 2012, the total return calculation assumed the reinvestment of all distributions in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results.

<sup>4</sup> The total return calculation assumes that distributions are reinvested in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results.

<sup>5</sup> The impact of compensating balance arrangements, if any, was less than 0.01%.

See Notes to Financial Statements.

## Notes to financial statements

### 1. Organization and significant accounting policies

Western Asset High Income Opportunity Fund Inc. (the Fund) was incorporated in Maryland and is registered as a diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund seeks high current income. Capital appreciation is a secondary objective.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP). Estimates and assumptions are required to be made regarding assets, liabilities and changes in net assets resulting from operations when financial statements are prepared. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ. Subsequent events have been evaluated through the date the financial statements were issued.

**(a) Investment valuation.** The valuations for fixed income securities (which may include, but are not limited to, corporate, government, municipal, mortgage-backed, collateralized mortgage obligations and asset-backed securities) and certain derivative instruments are typically the prices supplied by independent third party pricing services, which may use market prices or broker/dealer quotations or a variety of valuation techniques and methodologies. The independent third party pricing services use inputs that are observable such as issuer details, interest rates, yield curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar securities. Short-term fixed income securities that will mature in 60 days or less are valued at amortized cost, unless it is determined that using this method would not reflect an investment's fair value. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded. Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. When the Fund holds securities or other assets that are denominated in a foreign currency, the Fund will normally use the currency exchange rates as of 4:00 p.m. (Eastern Time). If independent third party pricing services are unable to supply prices for a portfolio investment, or if the prices supplied are deemed by the manager to be unreliable, the market price may be determined by the manager using quotations from one or more broker/dealers or at the transaction price if the security has recently been purchased and no value has yet been obtained from a pricing service or pricing broker. When reliable prices are not readily available, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund values these securities as determined in accordance with procedures approved by the Fund's Board of Directors.

The Board of Directors is responsible for the valuation process and has delegated the supervision of the daily valuation process to the Legg Mason North American Fund Valuation Committee (the Valuation Committee). The Valuation Committee, pursuant to the policies adopted by the Board of Directors, is responsible for making fair value determinations,

## Notes to financial statements (cont d)

evaluating the effectiveness of the Fund's pricing policies, and reporting to the Board of Directors. When determining the reliability of third party pricing information for investments owned by the Fund, the Valuation Committee, among other things, conducts due diligence reviews of pricing vendors, monitors the daily change in prices and reviews transactions among market participants.

The Valuation Committee will consider pricing methodologies it deems relevant and appropriate when making fair value determinations. Examples of possible methodologies include, but are not limited to, multiple of earnings; discount from market of a similar freely traded security; discounted cash-flow analysis; book value or a multiple thereof; risk premium/yield analysis; yield to maturity; and/or fundamental investment analysis. The Valuation Committee will also consider factors it deems relevant and appropriate in light of the facts and circumstances. Examples of possible factors include, but are not limited to, the type of security; the issuer's financial statements; the purchase price of the security; the discount from market value of unrestricted securities of the same class at the time of purchase; analysts' research and observations from financial institutions; information regarding any transactions or offers with respect to the security; the existence of merger proposals or tender offers affecting the security; the price and extent of public trading in similar securities of the issuer or comparable companies; and the existence of a shelf registration for restricted securities.

For each portfolio security that has been fair valued pursuant to the policies adopted by the Board of Directors, the fair value price is compared against the last available and next available market quotations. The Valuation Committee reviews the results of such back testing monthly and fair valuation occurrences are reported to the Board of Directors quarterly.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

GAAP establishes a disclosure hierarchy that categorizes the inputs to valuation techniques used to value assets and liabilities at measurement date. These inputs are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

Edgar Filing: UNITED NATURAL FOODS INC - Form 10-Q

The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets carried at fair value:

Description	ASSETS			Total
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Long-term investments :				
Corporate Bonds & Notes:				
Consumer discretionary		\$ 87,487,715	\$ 1,768,140	\$ 89,255,855
Materials		48,381,260	0*	48,381,260
Utilities		20,959,022	0*	20,959,022
Other corporate bonds & notes		322,443,950		322,443,950
Collateralized Mortgage Obligations		644,732		644,732
Convertible Bonds & Notes		385,875	1,079,000	1,464,875
Senior Loans:				
Consumer discretionary		3,171,158	463,846	3,635,004
Other senior loans		8,215,085		8,215,085
Sovereign Bonds		954,024		954,024
Common stocks:				
Consumer discretionary	\$ 1,304,877		0*	1,304,877
Energy			2,537,705	2,537,705
Health care			772,800	772,800
Industrials	311,099		3,014,016	3,325,115
Other common stocks	5,434,150			5,434,150
Preferred Stocks	9,972,405			9,972,405
Warrants		528,330		528,330
<b>Total investments</b>	<b>\$ 17,022,531</b>	<b>\$ 493,171,151</b>	<b>\$ 9,635,507</b>	<b>\$ 519,829,189</b>
Other financial instruments:				
Futures contracts	\$ 173,321			\$ 173,321
Forward foreign currency contracts		\$ 621,644		621,644
<b>Total other financial instruments</b>	<b>\$ 173,321</b>	<b>\$ 621,644</b>		<b>\$ 794,965</b>
<b>Total</b>	<b>\$ 17,195,852</b>	<b>\$ 493,792,795</b>	<b>\$ 9,635,507</b>	<b>\$ 520,624,154</b>

See Schedule of Investments for additional detailed categorizations.

\* Value is less than \$1.

## Notes to financial statements (cont d)

The following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

Investments In Securities	Corporate Bonds & Notes				Convertible Bonds & Notes	Total
	Consumer Discretionary	Energy	Materials	Utilities	Materials	
Balance as of September 30, 2013	\$ 1,333,513	\$ 2,457,073		\$ 6,650		\$ 3,797,236
Accrued premiums/discounts	23,922	9,893		5,490		39,305
Realized gain (loss) <sup>1</sup>		(40,034)				(40,034)
Change in unrealized appreciation (depreciation) <sup>2</sup>	(77,010)	(305,921)		(7,480)		(390,411)
Purchases	487,715	357,756	\$ 0*	212,676	\$ 1,079,000	2,137,147
Sales		(262,079)		(217,336)		(479,415)
Transfers into Level 3						
Transfers out of Level 3 <sup>3</sup>		(2,216,688)				(2,216,688)
<b>Balance as of September 30, 2014</b>	<b>\$ 1,768,140</b>		<b>\$ 0*</b>	<b>\$ 0*</b>	<b>\$ 1,079,000</b>	<b>\$ 2,847,140</b>
Net change in unrealized appreciation (depreciation) for investments in securities still held at September 30, 2014 <sup>2</sup>	\$ (77,010)			\$ (212,676)		\$ (289,686)

Investments In Securities	Senior Loans	Common Stocks				Total
	Consumer Discretionary	Consumer Discretionary	Energy	Health Care	Industrials	
Balance as of September 30, 2013		\$ 173,460	\$ 2,351,729		\$ 3,262,872	\$ 5,788,061
Accrued premiums/discounts						
Realized gain (loss)						
Change in unrealized appreciation (depreciation) <sup>2</sup>		(173,460)	185,976	\$ (514,706)	(248,856)	(751,046)
Purchases	\$ 463,846			1,287,506		1,751,352
Sales						
Transfers into Level 3						
Transfers out of Level 3						
<b>Balance as of September 30, 2014</b>	<b>\$ 463,846</b>	<b>\$ 0*</b>	<b>\$ 2,537,705</b>	<b>\$ 772,800</b>	<b>\$ 3,014,016</b>	<b>\$ 6,788,367</b>
Net change in unrealized appreciation (depreciation) for investments in securities still held at September 30, 2014 <sup>2</sup>		\$ (173,460)	\$ 185,976	\$ (514,706)	\$ (248,856)	\$ (751,046)

The Fund's policy is to recognize transfers between levels as of the end of the reporting period.

<sup>1</sup> This amount is included in net realized gain (loss) from investment transactions in the accompanying Statement of Operations.

<sup>2</sup> This amount is included in the change in net unrealized appreciation (depreciation) in the accompanying Statement of Operations. Change in unrealized appreciation (depreciation) includes net unrealized appreciation (depreciation) resulting from changes in investment values during the reporting period and the reversal of previously recorded unrealized appreciation (depreciation) when gains or losses are realized.

<sup>3</sup> Transferred out of Level 3 as a result of the availability of a quoted price in an active market for an identical investment or the availability of other significant observable inputs.

\* Value is less than \$1.

**(b) Repurchase agreements.** The Fund may enter into repurchase agreements with institutions that its investment adviser has determined are creditworthy. Each repurchase agreement is recorded at cost. Under the terms of a typical repurchase agreement, the Fund acquires a debt security subject to an obligation of the seller to repurchase, and of the Fund to resell, the security at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian, acting on the Fund's behalf, take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction maturity exceeds one business day, the value of the collateral is marked-to-market and measured against the value of the agreement in an effort to ensure the adequacy of the collateral. If the counterparty defaults, the Fund generally has the right to use the collateral to satisfy the terms of the repurchase transaction. However, if the market value of the collateral declines during the period in which the Fund seeks to assert its rights or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

**(c) Futures contracts.** The Fund uses futures contracts generally to gain exposure to, or hedge against, changes in interest rates or gain exposure to, or hedge against, changes in certain asset classes. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

Upon entering into a futures contract, the Fund is required to deposit cash or cash equivalents with a broker in an amount equal to a certain percentage of the contract amount. This is known as the initial margin and subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuation in the value of the contract. For certain futures, including foreign denominated futures, variation margin is not settled daily, but is recorded as a net variation margin payable or receivable. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded. The daily changes in contract value are recorded as unrealized gains or losses in the Statement of Operations and the Fund recognizes a realized gain or loss when the contract is closed.

Futures contracts involve, to varying degrees, risk of loss in excess of the amounts reflected in the financial statements. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

**(d) Forward foreign currency contracts.** The Fund enters into a forward foreign currency contract to hedge against foreign currency exchange rate risk on its non-U.S. dollar denominated securities or to facilitate settlement of a foreign currency denominated portfolio transaction. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price with delivery and settlement at a future date. The contract is marked-to-market daily and the change in value is recorded by the Fund as an unrealized gain or loss. When a forward foreign currency contract is closed, through either



## Notes to financial statements (cont d)

delivery or offset by entering into another forward foreign currency contract, the Fund recognizes a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value of the contract at the time it is closed.

Forward foreign currency contracts involve elements of market risk in excess of the amounts reflected on the Statement of Assets and Liabilities. The Fund bears the risk of an unfavorable change in the foreign exchange rate underlying the forward foreign currency contract. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

**(e) Foreign currency translation.** Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the respective dates of such transactions.

The Fund does not isolate that portion of the results of operations resulting from fluctuations in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, including gains and losses on forward foreign currency contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the values of assets and liabilities, other than investments in securities, on the date of valuation, resulting from changes in exchange rates.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of, among other factors, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

**(f) Swap agreements.** The Fund invests in swaps for the purpose of managing its exposure to interest rate, credit or market risk, or for other purposes. The use of swaps involves risks that are different from those associated with other portfolio transactions. Swap agreements are privately negotiated in the over-the-counter market ( OTC Swaps ) or may be executed on a registered exchange ( Centrally Cleared Swaps ). Unlike Centrally Cleared Swaps, the Fund has credit exposure to the counterparties of OTC Swaps.

Swap contracts are marked-to-market daily and changes in value are recorded as unrealized appreciation (depreciation). The daily change in valuation of Centrally Cleared Swaps, if any, is recorded as a receivable or payable for variation margin on the Statement of Assets and Liabilities. Gains or losses are realized upon termination of the swap agreement. Collateral, in

the form of restricted cash or securities, may be required to be held in segregated accounts with the Fund's custodian in compliance with the terms of the swap contracts. Securities posted as collateral for swap contracts are identified in the Schedule of Investments and restricted cash, if any, is identified on the Statement of Assets and Liabilities. Risks may exceed amounts recorded in the Statement of Assets and Liabilities. These risks include changes in the returns of the underlying instruments, failure of the counterparties to perform under the contracts' terms, and the possible lack of liquidity with respect to the swap agreements.

OTC swap payments received or made at the beginning of the measurement period are reflected as a premium or deposit, respectively, on the Statement of Assets and Liabilities. These upfront payments are amortized over the life of the swap and are recognized as realized gain or loss in the Statement of Operations. Net periodic payments received or paid by the Fund are recognized as a realized gain or loss in the Statement of Operations.

The Fund's maximum exposure in the event of a defined credit event on a credit default swap to sell protection is the notional amount. As of September 30, 2014, the Fund did not hold any credit default swaps to sell protection.

For average notional amounts of swaps held during the year ended September 30, 2014, see Note 4.

#### Credit default swaps

The Fund enters into credit default swap ( CDS ) contracts for investment purposes, to manage its credit risk or to add leverage. CDS agreements involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a default by a third party, typically corporate or sovereign issuers, on a specified obligation, or in the event of a write-down, principal shortfall, interest shortfall or default of all or part of the referenced entities comprising a credit index. The Fund may use a CDS to provide protection against defaults of the issuers (i.e., to reduce risk where the Fund has exposure to an issuer) or to take an active long or short position with respect to the likelihood of a particular issuer's default. As a seller of protection, the Fund generally receives an upfront payment or a stream of payments throughout the term of the swap provided that there is no credit event. If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the maximum potential amount of future payments (undiscounted) that the Fund could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. These amounts of potential payments will be partially offset by any recovery of values from the respective referenced obligations. As a seller of protection, the Fund effectively adds leverage to its portfolio because, in addition to its total net assets, the Fund is subject to investment exposure on the notional amount of the swap. As a buyer of protection, the Fund generally receives an amount up to the notional value of the swap if a credit event occurs.

Implied spreads are the theoretical prices a lender receives for credit default protection. When spreads rise, market perceived credit risk rises and when spreads fall, market perceived credit risk falls. The implied credit spread of a particular referenced entity reflects

## Notes to financial statements (cont d)

the cost of buying/selling protection and may include upfront payments required to enter into the agreement. Wider credit spreads and decreasing market values, when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement. Credit spreads utilized in determining the period end market value of credit default swap agreements on corporate or sovereign issues are disclosed in the Notes to Financial Statements and serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for credit derivatives. For credit default swap agreements on asset-backed securities and credit indices, the quoted market prices and resulting values, particularly in relation to the notional amount of the contract as well as the annual payment rate, serve as an indication of the current status of the payment/performance risk.

The Fund's maximum risk of loss from counterparty risk, as the protection buyer, is the fair value of the contract (this risk is mitigated by the posting of collateral by the counterparty to the Fund to cover the Fund's exposure to the counterparty). As the protection seller, the Fund's maximum risk is the notional amount of the contract. Credit default swaps are considered to have credit risk-related contingent features since they require payment by the protection seller to the protection buyer upon the occurrence of a defined credit event.

Entering into a CDS agreement involves, to varying degrees, elements of credit, market and documentation risk in excess of the related amounts recognized on the Statement of Assets and Liabilities. Such risks involve the possibility that there will be no liquid market for these agreements, that the counterparty to the agreement may default on its obligation to perform or disagree as to the meaning of the contractual terms in the agreement, and that there will be unfavorable changes in net interest rates.

**(g) Loan participations.** The Fund may invest in loans arranged through private negotiation between one or more financial institutions. The Fund's investment in any such loan may be in the form of a participation in or an assignment of the loan. In connection with purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement related to the loan, or any rights of off-set against the borrower and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the participation.

The Fund assumes the credit risk of the borrower, the lender that is selling the participation and any other persons interpositioned between the Fund and the borrower. In the event of the insolvency of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not benefit from any off-set between the lender and the borrower.

**(h) Unfunded loan commitments.** The Fund may enter into certain credit agreements where all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion. The commitments are disclosed in the accompanying Schedule of Investments. At September 30, 2014, the Fund had sufficient cash and/or securities to cover these commitments.

**(i) Credit and market risk.** The Fund invests in high-yield instruments that are subject to certain credit and market risks. The yields of high-yield obligations reflect, among other things, perceived credit and market risks. The Fund's investments in securities rated below investment grade typically involve risks not associated with higher rated securities including, among others, greater risk related to timely and ultimate payment of interest and principal, greater market price volatility and less liquid secondary market trading.

Investments in securities that are collateralized by residential real estate mortgages are subject to certain credit and liquidity risks. When market conditions result in an increase in default rates of the underlying mortgages and the foreclosure values of underlying real estate properties are materially below the outstanding amount of these underlying mortgages, collection of the full amount of accrued interest and principal on these investments may be doubtful. Such market conditions may significantly impair the value and liquidity of these investments and may result in a lack of correlation between their credit ratings and values.

**(j) Foreign investment risks.** The Fund's investments in foreign securities may involve risks not present in domestic investments. Since securities may be denominated in foreign currencies, may require settlement in foreign currencies or pay interest or dividends in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Fund. Foreign investments may also subject the Fund to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, all of which affect the market and/or credit risk of the investments.

**(k) Counterparty risk and credit-risk-related contingent features of derivative instruments.** The Fund may invest in certain securities or engage in other transactions, where the Fund is exposed to counterparty credit risk in addition to broader market risks. The Fund may invest in securities of issuers, which may also be considered counterparties as trading partners in other transactions. This may increase the risk of loss in the event of default or bankruptcy by the counterparty or if the counterparty otherwise fails to meet its contractual obligations. The Fund's investment manager attempts to mitigate counterparty risk by (i) periodically assessing the creditworthiness of its trading partners, (ii) monitoring and/or limiting the amount of its net exposure to each individual counterparty based on its assessment and (iii) requiring collateral from the counterparty for certain transactions. Market events and changes in overall economic conditions may impact the assessment of such counterparty risk by the investment manager. In addition, declines in the values of underlying collateral received may expose the Fund to increased risk of loss.

The Fund has entered into master agreements with certain of its derivative counterparties that provide for general obligations, representations, agreements, collateral, events of default or termination and credit related contingent features. The credit related contingent features include, but are not limited to, a percentage decrease in the Fund's net assets or NAV over a specified period of time. If these credit related contingent features were triggered, the derivatives counterparty could terminate the positions and demand payment or require additional collateral.

## Notes to financial statements (cont d)

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearinghouse for exchange traded derivatives while collateral terms are contract specific for over-the-counter traded derivatives. Cash collateral that has been pledged to cover obligations of the Fund under derivative contracts, if any, will be reported separately in the Statement of Assets and Liabilities. Securities pledged as collateral, if any, for the same purpose are noted in the Schedule of Investments.

Absent an event of default by the counterparty or a termination of the agreement, the terms of the master agreements do not result in an offset of reported amounts of financial assets and financial liabilities in the Statement of Assets and Liabilities across transactions between the Fund and the applicable counterparty. The enforceability of the right to offset may vary by jurisdiction.

As of September 30, 2014, the Fund did not have any open derivative transactions with credit related contingent features in a net liability position.

**(l) Security transactions and investment income.** Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as practicable after the Fund determines the existence of a dividend declaration after exercising reasonable due diligence. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.

**(m) Distributions to shareholders.** Distributions from net investment income of the Fund, if any, are declared quarterly and paid on a monthly basis. Distributions of net realized gains, if any, are declared at least annually. Distributions to shareholders of the Fund are recorded on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

**(n) Compensating balance arrangements.** The Fund has an arrangement with its custodian bank whereby a portion of the custodian's fees is paid indirectly by credits earned on the Fund's cash on deposit with the bank.

**(o) Federal and other taxes.** It is the Fund's policy to comply with the federal income and excise tax requirements of the Internal Revenue Code of 1986 (the Code), as amended, applicable to regulated investment companies. Accordingly, the Fund intends to distribute its taxable income and net realized gains, if any, to shareholders in accordance with timing requirements imposed by the Code. Therefore, no federal or state income tax provision is required in the Fund's financial statements.

Management has analyzed the Fund's tax positions taken on income tax returns for all open tax years and has concluded that as of September 30, 2014, no provision for income tax is required in the Fund's financial statements. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have

not expired are subject to examination by the Internal Revenue Service and state departments of revenue.

Under the applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates.

**(p) Reclassification.** GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share. During the current year, the following reclassifications have been made:

	Overdistributed Net Investment Income	Accumulated Net Realized Loss
(a)	\$ 375,575	\$ (375,575)

<sup>(a)</sup> Reclassifications are due to foreign currency transactions treated as ordinary income for tax purposes, differences between book and tax amortization of premium on fixed income securities and book/tax differences in the treatment of swap contracts.

## 2. Investment management agreement and other transactions with affiliates

Legg Mason Partners Fund Advisor, LLC ( LMPFA ) is the Fund's investment manager. Western Asset Management Company ( Western Asset ) and Western Asset Management Company Limited ( Western Asset Limited ) are the Fund's subadvisers. LMPFA, Western Asset and Western Asset Limited are wholly-owned subsidiaries of Legg Mason, Inc. ( Legg Mason ).

LMPFA provides administrative and certain oversight services to the Fund. The Fund pays an investment management fee, calculated daily and paid monthly, at an annual rate of 0.80% of the Fund's average daily net assets.

LMPFA delegates to Western Asset the day-to-day portfolio management of the Fund. Western Asset Limited provides certain advisory services to the Fund relating to currency transactions and investments in non-U.S. dollar denominated debt securities. Western Asset Limited does not receive any compensation from the Fund and is paid by Western Asset for its services to the Fund. For its services, LMPFA pays Western Asset 70% of the net management fee it receives from the Fund. In turn, Western Asset pays Western Asset Limited a sub-advisory fee of 0.30% on the assets managed by Western Asset Limited.

The Fund had adopted an unfunded, non-qualified deferred compensation plan (the Plan ) which allowed non-interested directors ( Independent Directors ) to defer the receipt of all or a portion of their fees earned until a later date specified by the Independent Directors. The deferred balances are reported in the Statement of Assets and Liabilities under Directors' fees payable and are considered a general obligation of the Fund and any payments made pursuant to the Plan will be made from the Fund's general assets. The Plan was terminated effective January 1, 2006. This change had no effect on fees previously deferred. As of September 30, 2014, the Fund had accrued \$2,723 as deferred compensation payable.

All officers and one Director of the Fund are employees of Legg Mason or its affiliates and do not receive compensation from the Fund.

## Notes to financial statements (cont d)

### 3. Investments

During the year ended September 30, 2014, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) and U.S Government & Agency Obligations were as follows:

	Investments	U.S. Government & Agency Obligations
Purchases	\$ 195,187,501	\$ 286,670
Sales	202,814,054	285,945

At September 30, 2014, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were as follows:

Gross unrealized appreciation	\$ 24,884,814
Gross unrealized depreciation	(14,404,116)
<b>Net unrealized appreciation</b>	<b>\$ 10,480,698</b>

At September 30, 2014, the Fund had the following open futures contracts:

	Number of Contracts	Expiration Date	Basis Value	Market Value	Unrealized Appreciation
<b>Contracts to Sell:</b>					
U.S. Treasury 10-Year Notes	216	12/14	\$ 27,095,696	\$ 26,922,375	\$ 173,321

At September 30, 2014, the Fund had the following open forward foreign currency contracts:

Foreign Currency	Counterparty	Local Currency	Market Value	Settlement Date	Unrealized Appreciation
<b>Contracts to Sell:</b>					
Euro	Citibank, N.A.	6,501,111	\$ 8,213,612	11/14/14	\$ 495,257
Euro	Royal Bank of Scotland PLC	1,706,017	2,155,411	11/14/14	126,387
<b>Net unrealized appreciation on open forward foreign currency contracts</b>					<b>\$ 621,644</b>

### 4. Derivative instruments and hedging activities

GAAP requires enhanced disclosure about an entity's derivative and hedging activities.

Below is a table, grouped by derivative type, that provides information about the fair value and the location of derivatives within the Statement of Assets and Liabilities at September 30, 2014.

	ASSET DERIVATIVES <sup>1</sup>		
	Interest Rate Risk	Foreign Exchange Risk	Total
Futures contracts <sup>2</sup>	\$ 173,321		\$ 173,321
Forward foreign currency contracts		\$ 621,644	621,644
<b>Total</b>	<b>\$ 173,321</b>	<b>\$ 621,644</b>	<b>\$ 794,965</b>

## Edgar Filing: UNITED NATURAL FOODS INC - Form 10-Q

<sup>1</sup> Generally, the balance sheet location for asset derivatives is receivables/net unrealized appreciation (depreciation) and for liability derivatives is payables/net unrealized appreciation (depreciation).

<sup>2</sup> Includes cumulative appreciation (depreciation) of futures contracts as reported in the footnotes. Only variation margin is reported within the receivables and/or payables on the Statement of Assets and Liabilities.

42 Western Asset High Income Opportunity Fund Inc. 2014 Annual Report



The following tables provide information about the effect of derivatives and hedging activities on the Fund's Statement of Operations for the year ended September 30, 2014. The first table provides additional detail about the amounts and sources of gains (losses) realized on derivatives during the period. The second table provides additional information about the change in unrealized appreciation (depreciation) resulting from the Fund's derivatives and hedging activities during the period.

**AMOUNT OF REALIZED GAIN (LOSS) ON DERIVATIVES RECOGNIZED**

	Interest Rate Risk	Foreign Exchange Risk	Credit Risk	Total
Futures contracts	\$ (860,331)			\$ (860,331)
Swap contracts			\$ (585,672)	(585,672)
Forward foreign currency contracts <sup>1</sup>		\$ (81,655)		(81,655)
<b>Total</b>	<b>\$ (860,331)</b>	<b>\$ (81,655)</b>	<b>\$ (585,672)</b>	<b>\$ (1,527,658)</b>

<sup>1</sup> Net realized gain (loss) from forward foreign currency contracts is reported in net realized gain (loss) from foreign currency transactions in the Statement of Operations.

**CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) ON DERIVATIVES RECOGNIZED**

	Interest Rate Risk	Foreign Exchange Risk	Total
Futures contracts	\$ 100,161		\$ 100,161
Forward foreign currency contracts <sup>1</sup>		\$ 823,261	823,261
<b>Total</b>	<b>\$ 100,161</b>	<b>\$ 823,261</b>	<b>\$ 923,422</b>

<sup>1</sup> The change in unrealized appreciation (depreciation) from forward foreign currency contracts is reported in the change in net unrealized appreciation (depreciation) from foreign currencies in the Statement of Operations.

During the year ended September 30, 2014, the volume of derivative activity for the Fund was as follows:

	Average Market Value
Futures contracts (to buy)	\$ 340,282
Futures contracts (to sell)	20,148,675
Forward foreign currency contracts (to sell)	10,709,294
	Average Notional Balance
Credit default swap contracts (to buy protection)	\$ 14,277,185

At September 30, 2014, there were no open positions held in this derivative.

## Notes to financial statements (cont d)

The following table presents by financial instrument, the Fund's derivative assets net of the related collateral received by the Fund at September 30, 2014:

	Gross Amount of Derivative Assets in the Statement of Assets and Liabilities <sup>1</sup>	Collateral Received	Net Amount
Futures contracts <sup>2</sup>	\$ 27,000		\$ 27,000
Forward foreign currency contracts	621,644		621,644
<b>Total</b>	<b>\$ 648,644</b>		<b>\$ 648,644</b>

<sup>1</sup> Absent an event of default or early termination, derivative assets and liabilities are presented gross and not offset in the Statement of Assets and Liabilities.

<sup>2</sup> Amount represents the current day's variation margin as reported in the Statement of Assets and Liabilities. It differs from the cumulative appreciation (depreciation) presented in the previous table.

### 5. Distributions subsequent to September 30, 2014

The following distributions have been declared by the Fund's Board of Directors and are payable subsequent to the period end of this report:

Record Date	Payable Date	Amount
10/24/14	10/31/14	\$ 0.0355
11/21/14	11/28/14	\$ 0.0355
12/19/14	12/26/14	\$ 0.0355
1/23/15	1/30/15	\$ 0.0355
2/20/15	2/27/15	\$ 0.0355

### 6. Transfer of net assets

On June 21, 2013, the Fund acquired the assets and certain liabilities of Western Asset High Income Fund Inc. (the "Acquired Fund"), pursuant to a plan of reorganization approved by the Acquired Fund shareholders. Total shares issued by the Fund and the total net assets of the Acquired Fund and the Fund on the date of the transfer were as follows:

Acquired Fund	Shares Issued by the Fund	Total Net Assets of the Acquired Fund	Total Net Assets of the Fund
Western Asset High Income Fund Inc.	7,940,647	\$ 50,235,855	\$ 479,214,967

As part of the reorganization, for each share they held, shareholders of the Acquired Fund received 1.507240 shares of the Fund's shares. The Fund did not issue any fractional shares to shareholders of the Acquired Fund. In lieu thereof, the Fund purchased all fractional shares at the current net asset value of the shares and remitted the cash proceeds to former shareholders of the Acquired Fund in proportion to their fractional shares.

The total net assets of the Acquired Fund before acquisition included unrealized appreciation of \$1,855,628, accumulated net realized loss of \$8,511,193 and overdistributed net investment income of \$17,237. Total net assets of the Fund immediately after the transfer were \$529,450,822. The transaction was structured to qualify as a tax-free reorganization under the Internal Revenue Code of 1986, as amended.

Pro forma results of operations of the combined entity for the entire year ended September 30, 2013, as though the acquisition had occurred as of the beginning of the year (rather than on the actual acquisition date), are as follows:

Net investment income	\$ 37,619,089
Net realized gain	8,433,201
Change in net unrealized appreciation (depreciation)	2,093,613
<b>Increase net assets from operations</b>	<b>\$ 48,145,903</b>

Because the combined investment portfolios have been managed as a single portfolio since the acquisition was completed, it is not practicable to separate the amounts of revenue and earnings of the Acquired Fund that were included in the Fund's Statement of Operations since the close of business on June 21, 2013.

#### 7. Income tax information and distributions to shareholders

The tax character of distributions paid during the fiscal years ended September 30, was as follows:

	2014	2013
<b>Distributions paid from:</b>		
Ordinary Income	\$ 36,739,288	\$ 37,168,583

As of September 30, 2014, the components of accumulated earnings on a tax basis were as follows:

Undistributed ordinary income - net	\$ 675,250
Capital loss carryforward*	(80,834,381)
Other book/tax temporary differences <sup>(a)</sup>	(899,894)
Unrealized appreciation (depreciation) <sup>(b)</sup>	11,157,422
<b>Total accumulated earnings (losses) - net</b>	<b>\$ (69,901,603)</b>

\* During the taxable year ended September 30, 2014, the Fund utilized \$ 1,576,838 of its capital loss carryforward available from prior years. As of September 30, 2014, the Fund had the following net capital loss carryforwards remaining:

Year of Expiration	Amount
9/30/2016	\$ (2,157,094)
9/30/2017	(17,968,287)
9/30/2018	(49,024,877)
9/30/2019	(11,684,123)
	<b>\$ (80,834,381)</b>

These amounts will be available to offset any future taxable capital gains.

<sup>(a)</sup> Other book/tax temporary differences are attributable to the realization for tax purposes of unrealized gains (losses) on certain futures and foreign currency contracts, book/tax difference in the accrual of interest income on securities in default and book/tax differences in the timing of the deductibility of various expenses.

<sup>(b)</sup> The difference between book-basis and tax-basis unrealized appreciation (depreciation) is attributable to the tax deferral of losses on wash sales and the difference between book and tax amortization methods for premiums on fixed income securities.

## Report of independent registered public accounting firm

### The Board of Directors and Shareholders

#### Western Asset High Income Opportunity Fund Inc.:

We have audited the accompanying statement of assets and liabilities of Western Asset High Income Opportunity Fund Inc. (the Fund ), including the schedule of investments, as of September 30, 2014, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years in the five-year period then ended. These financial statements and financial highlights are the responsibility of the Fund s management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of September 30, 2014, by correspondence with the custodian and brokers or by other appropriate auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Western Asset High Income Opportunity Fund Inc. as of September 30, 2014, and the results of its operations for the year then ended, the changes in its net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years in the five-year period then ended, in conformity with U.S. generally accepted accounting principles.

New York, New York

November 21, 2014

## Additional information (unaudited)

### Information about Directors and Officers

The business and affairs of Western Asset High Income Opportunity Fund Inc. (the Fund) are conducted by management under the supervision and subject to the direction of its Board of Directors. The business address of each Director is c/o Kenneth D. Fuller, 100 International Drive, 11th Floor, Baltimore, Maryland 21202. Information pertaining to the Directors and officers of the Fund is set forth below.

#### Independent Directors:

##### Carol L. Colman

Year of birth	1946
Position(s) held with Fund <sup>1</sup>	Director and Member of the Nominating and Audit Committees, Class I
Term of office <sup>1</sup> and length of time served	Since 2007
Principal occupation(s) during past five years	President, Colman Consulting Company (consulting)
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	None

##### Daniel P. Cronin

Year of birth	1946
Position(s) held with Fund <sup>1</sup>	Director and Member of the Nominating and Audit Committees, Class I
Term of office <sup>1</sup> and length of time served	Since 2007
Principal occupation(s) during past five years	Retired; formerly, Associate General Counsel, Pfizer Inc. (prior to and including 2004)
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	None

##### Paolo M. Cucchi

Year of birth	1941
Position(s) held with Fund <sup>1</sup>	Director and Member of the Nominating and Audit Committees, Class II
Term of office <sup>1</sup> and length of time served	Since 2007
Principal occupation(s) during past five years	Emeritus Professor of French and Italian at Drew University (since 2014); formerly, Professor of French and Italian at Drew University (2009 to 2014); Vice President and Dean of College of Liberal Arts at Drew University (1984 to 2009)
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	None

## Additional information (unaudited) (cont d)

### Information about Directors and Officers

#### Independent Directors cont d

##### Leslie H. Gelb

Year of birth	1937
Position(s) held with Fund <sup>1</sup>	Director and Member of the Nominating and Audit Committees, Class III Since 2007
Term of office <sup>1</sup> and length of time served	
Principal occupation(s) during past five years	President Emeritus and Senior Board Fellow (since 2003), The Council on Foreign Relations; formerly, President, (prior to 2003), the Council on Foreign Relations; formerly, Columnist, Deputy Editorial Page Editor and Editor, Op-Ed Page, The New York Times
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	Director of two registered investment companies advised by Aberdeen Asset Management Asia Limited India Fund, Inc. and Asia Tigers Fund, Inc. (since 1994)

##### William R. Hutchinson

Year of birth	1942
Position(s) held with Fund <sup>1</sup>	Director and Member of the Nominating and Audit Committees, Class III Since 2007
Term of office <sup>1</sup> and length of time served	
Principal occupation(s) during past five years	President, W.R. Hutchinson & Associates Inc. (Consulting) (since 2001)
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	Director (Non-Executive Chairman of the Board (since December 1, 2009)), Associated Banc Corp. (banking) (since 1994)

##### Eileen A. Kamerick

Year of birth	1958
Position(s) held with Fund <sup>1</sup>	Director and Member of Nominating and Audit Committees, Class II Since 2013
Term of office <sup>1</sup> and length of time served	
Principal occupation(s) during past five years	Adjunct Professor, Washington University in St. Louis and University of Iowa law schools and Consultant, corporate governance matters (since 2014); formerly CFO, Press Ganey Associates (health care informatics company) (2012-2014); Managing Director and CFO, Houlihan Lokey (international investment bank and advisory firm) (2010 to 2012); Senior Vice President, CFO & CLO, Tecta America Corp (commercial roofing company) (2008 to 2010); Executive Vice President and CFO, Bearing Point Inc. (management and technology consulting firm) (2008); Executive Vice President, CFO and CAO Heidrick & Struggles (international executive search and leadership consulting firm) (2004 to 2008)
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	Director of Associated Banc-Corp (financial services company) (since 2007); Westell Technologies, Inc. (technology company) (since 2003)

**Independent Directors cont d**

**Riordan Roett**

Year of birth	1938
Position(s) held with Fund <sup>1</sup>	Director and Member of the Nominating and Audit Committees, Class III
Term of office <sup>1</sup> and length of time served	Since 2007
Principal occupation(s) during past five years	The Sarita and Don Johnston Professor of Political Science and Director of Western Hemisphere Studies, Paul H. Nitze School of Advanced International Studies, The John Hopkins University (since 1973)
Number of portfolios in fund complex overseen by Director (including the Fund)	31
Other board memberships held by Director during past five years	None

**Interested Director and Officer:**

**Kenneth D. Fuller<sup>2</sup>**

Year of birth	1958
Position(s) held with Fund <sup>1</sup>	Director, Chairman, President and Chief Executive Officer, Class II
Term of office <sup>1</sup> and length of time served	Since 2013
Principal occupation(s) during past five years	Managing Director of Legg Mason & Co., LLC ( Legg Mason & Co. ) (since 2013); Officer and/or Trustee/Director of 170 funds associated with Legg Mason Partners Fund Advisor, LLC ( LMPFA ) or its affiliates (since 2013); President and Chief Executive Officer of LM Asset Services, LLC ( LMAS ) and Legg Mason Fund Asset Management, Inc. ( LMFAM ) (formerly registered investment advisers) (since 2013); formerly, Senior Vice President of LMPFA (2012 to 2013); formerly, Director of Legg Mason & Co. (2012 to 2013); formerly, Vice President of Legg Mason & Co. (2009 to 2012); formerly, Vice President Equity Division of T. Rowe Price Associates (1993 to 2009), as well as Investment Analyst and Portfolio Manager for certain asset allocation accounts (2004 to 2009).
Number of portfolios in fund complex overseen by Director (including the Fund)	158
Other board memberships held by Director during past five years	None

## Additional information (unaudited) (cont d)

### Information about Directors and Officers

#### Additional Officers:

##### Ted P. Becker

Legg Mason

620 Eighth Avenue, 49th Floor, New York, NY 10018

Year of birth

Position(s) held with Fund<sup>1</sup>

Term of office<sup>1</sup> and length of time served

Principal occupation(s) during past five years

1951

Chief Compliance Officer

Since 2006

Director of Global Compliance at Legg Mason (since 2006); Chief Compliance Officer of LMPFA (since 2006); Managing Director of Compliance of Legg Mason & Co. (since 2005); Chief Compliance Officer of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2006) and Legg Mason & Co. predecessors (prior to 2006)

##### Vanessa A. Williams

Legg Mason

100 First Stamford Place, 6th Floor, Stamford, CT 06902

Year of birth

Position(s) with Fund<sup>1</sup>

Term of office<sup>1</sup> and length of time served

Principal occupation(s) during past five years

1979

Identity Theft Prevention Officer

Since 2011

Vice President of Legg Mason & Co. (since 2012); Identity Theft Prevention Officer of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2011); formerly, Chief Anti-Money Laundering Compliance Officer of certain mutual funds associated with Legg Mason & Co. or its affiliates (2011 to 2013); formerly, Senior Compliance Officer of Legg Mason & Co. (2008 to 2011); formerly, Compliance Analyst of Legg Mason & Co. (2006 to 2008) and Legg Mason & Co. predecessors (prior to 2006)

##### Robert I. Frenkel

Legg Mason

100 First Stamford Place, 6th Floor, Stamford, CT 06902

Year of birth

Position(s) held with Fund<sup>1</sup>

Term of office<sup>1</sup> and length of time served

Principal occupation(s) during past five years

1954

Secretary and Chief Legal Officer

Since 2003

Vice President and Deputy General Counsel of Legg Mason (since 2006); Managing Director and General Counsel of Global Mutual Funds for Legg Mason & Co. (since 2006) and Legg Mason & Co. predecessors (since 1994); Secretary and Chief Legal Officer of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2006) and Legg Mason & Co. predecessors (prior to 2006)



**Additional Officers cont d**

**Thomas C. Mandia**

Legg Mason

100 First Stamford Place, 6th Floor, Stamford, CT 06902

Year of birth

Position(s) held with Fund<sup>1</sup>

Term of office<sup>1</sup> and length of time served

Principal occupation(s) during past five years

1962

Assistant Secretary

Since 2006

Managing Director and Deputy General Counsel of Legg Mason & Co. (since 2005) and Legg Mason & Co. predecessors (prior to 2005); Secretary of LMPFA (since 2006); Assistant Secretary of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2006) and Legg Mason & Co. predecessors (prior to 2006); Secretary of LMAS (since 2002)

**Richard F. Sennett**

Legg Mason

100 International Drive, 5th Floor, Baltimore, MD 21202

Year of birth

Position(s) held with Fund<sup>1</sup>

Term of office<sup>1</sup> and length of time served

Principal occupation(s) during past five years

1970

Principal Financial Officer

Since 2011

Principal Financial Officer of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2011); Managing Director of Legg Mason & Co. and Senior Manager of the Treasury Policy group for Legg Mason & Co.'s Global Fiduciary Platform (since 2011); formerly, Chief Accountant within the SEC's Division of Investment Management (2007 to 2011); formerly, Assistant Chief Accountant within the SEC's Division of Investment Management (2002 to 2007)

**Steven Frank**

Legg Mason

620 Eighth Avenue, 49th Floor, New York, NY 10018

Year of birth

Position(s) held with Fund<sup>1</sup>

Term of office<sup>1</sup> and length of time served

Principal occupation(s) during past five years

1967

Treasurer

Since 2010

Vice President of Legg Mason & Co. and Legg Mason & Co. predecessors (since 2002); Treasurer of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2010); formerly, Controller of certain mutual funds associated with Legg Mason & Co. or its affiliates (prior to 2010)

## Additional information (unaudited) (cont d)

### Information about Directors and Officers

#### Additional Officers cont d

#### Jeanne M. Kelly

Legg Mason

620 Eighth Avenue, 49th Floor, New York, NY 10018

Year of birth

1951

Position(s) held with Fund<sup>1</sup>

Senior Vice President

Term of office<sup>1</sup> and length of time served

Since 2007

Principal occupation(s) during past five years

Senior Vice President of certain mutual funds associated with Legg Mason & Co. or its affiliates (since 2007); Senior Vice President of LMPFA (since 2006) and LMFAM (since 2013); Managing Director of Legg Mason & Co. (since 2005) and Legg Mason & Co. predecessors (prior to 2005)

Directors who are not interested persons of the Fund within the meaning of Section (a)(19) of the 1940 Act.

<sup>1</sup> The Fund's Board of Directors is divided into three classes: Class I, Class II and Class III. The terms of office of the Class I, II and III Directors expire at the Annual Meetings of Stockholders in the year 2017, year 2015 and year 2016, respectively, or thereafter in each case when their respective successors are duly elected and qualified. The Fund's executive officers are chosen each year at the first meeting of the Fund's Board of Directors following the Annual Meeting of Stockholders, to hold office until the meeting of the Board following the next Annual Meeting of Stockholders and until their successors are duly elected and qualified.

<sup>2</sup> Mr. Fuller is an interested person of the Fund as defined in the 1940 Act because Mr. Fuller is an officer of LMPFA and certain of its affiliates.

52 Western Asset High Income Opportunity Fund Inc.

## Annual chief executive officer and principal financial officer certifications (unaudited)

The Fund's Chief Executive Officer ( CEO ) has submitted to the NYSE the required annual certification and the Fund also has included the Certifications of the Fund's CEO and Principal Financial Officer required by Section 302 of the Sarbanes-Oxley Act in the Fund's Form N-CSR filed with the SEC for the period of this report.

Western Asset High Income Opportunity Fund Inc.

53

## Other shareholder communications regarding accounting matters (unaudited)

The Fund's Audit Committee has established guidelines and procedures regarding the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters (collectively, "Accounting Matters"). Persons with complaints or concerns regarding Accounting Matters may submit their complaints to the Chief Compliance Officer ("CCO"). Persons who are uncomfortable submitting complaints to the CCO, including complaints involving the CCO, may submit complaints directly to the Fund's Audit Committee Chair. Complaints may be submitted on an anonymous basis.

The CCO may be contacted at:

Legg Mason & Co., LLC

Compliance Department

620 Eighth Avenue, 49th Floor

New York, New York 10018

Complaints may also be submitted by telephone at 1-800-742-5274. Complaints submitted through this number will be received by the CCO.

---

## Dividend reinvestment plan (unaudited)

Under the Fund's Dividend Reinvestment Plan ( Plan ), a shareholder whose shares of common stock are registered in his own name will have all distributions from the Fund reinvested automatically by American Stock Transfer & Trust Company ( AST ), as purchasing agent under the Plan, unless the shareholder elects to receive cash. Distributions with respect to shares registered in the name of a broker-dealer or other nominee (that is, in street name ) will be reinvested by the broker or nominee in additional shares under the Plan, unless the service is not provided by the broker or nominee or the shareholder elects to receive distributions in cash. Investors who own common stock registered in street name should consult their broker-dealers for details regarding reinvestment. All distributions to shareholders who do not participate in the Plan will be paid by check mailed directly to the record holder by or under the direction of AST as dividend paying agent.

The number of shares of common stock distributed to participants in the Plan in lieu of a cash dividend is determined in the following manner. When the market price of the common stock is equal to or exceeds the net asset value ( NAV ) per share of the common stock on the determination date (generally, the record date for the distribution), the Plan participants will be issued shares of common stock by the Fund at a price equal to the greater of NAV determined as described below or 95% of the market price of the common stock.

If the market price of the common stock is less than the NAV of the common stock at the time of valuation (which is the close of business on the determination date) AST will buy common stock in the open market, on the stock exchange or elsewhere, for the participants' accounts. If following the commencement of the purchases and before AST has completed its purchases, the market price exceeds the NAV of the common stock as of the valuation time, AST will attempt to terminate purchases in the open market and cause the Fund to issue the remaining portion of the dividend or distribution in shares at a price equal to the greater of (a) NAV as of the valuation time or (b) 95% of the then current market price. In this case, the number of shares received by a Plan participant will be based on the weighted average of prices paid for shares purchased in the open market and the price at which the Fund issues the remaining shares. To the extent AST is unable to stop open market purchases and cause the Fund to issue the remaining shares, the average per share purchase price paid by AST may exceed the NAV of the common stock as of the valuation time, resulting in the acquisition of fewer shares than if the distribution had been paid in common stock issued by the Fund at such net asset value. AST will begin to purchase common stock on the open market as soon as practicable after the determination date for distributions, but in no event shall such purchases continue later than 30 days after the payment date for such distribution, or the record date for a succeeding distribution, except when necessary to comply with applicable provisions of the federal securities laws.

AST maintains all shareholder accounts in the Plan and furnishes written confirmation of all transactions in each account, including information needed by a shareholder for personal and tax records. The automatic reinvestment of distributions will not relieve Plan participants of any income tax that may be payable on the distributions. Common stock in the account of each Plan participant will be held by AST in uncertificated form in the name of each Plan participant.

## Dividend reinvestment plan (unaudited) (continued)

Plan participants are subject to no charge for reinvesting distributions under the Plan. AST's fees for handling the reinvestment of distributions will be paid by the Fund. No brokerage charges apply with respect to shares of common stock issued directly by the Fund under the Plan. Each Plan participant will, however, bear a proportionate share of any brokerage commissions actually incurred with respect to any open market purchases made under the Plan.

Experience under the Plan may indicate that changes to it are desirable. The Fund reserves the right to amend or terminate the Plan as applied to any distribution paid subsequent to written notice of the change sent to participants at least 30 days before the record date for the distributions. The Plan also may be amended or terminated by AST, with the Fund's prior written consent, on at least 30 days' written notice to Plan participants. All correspondence concerning the Plan should be directed by mail to American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, New York 11219 or by telephone at 1-888-888-0151.

Western Asset

## High Income Opportunity Fund Inc.

### **Directors**

Carol L. Colman

Daniel P. Cronin

Paolo M. Cucchi

Kenneth D. Fuller

*Chairman*

Leslie H. Gelb

William R. Hutchinson

Eileen A. Kamerick

Riordan Roett

Jeswald W. Salacuse\*

### **Officers**

Kenneth D. Fuller

*President and Chief Executive Officer*

Richard F. Sennett

*Principal Financial Officer*

Ted P. Becker

*Chief Compliance Officer*

Vanessa A. Williams

*Identity Theft Prevention Officer*

Robert I. Frenkel

*Secretary and Chief Legal Officer*

Thomas C. Mandia

*Assistant Secretary*

Steven Frank

## Edgar Filing: UNITED NATURAL FOODS INC - Form 10-Q

### *Treasurer*

Jeanne M. Kelly

### *Senior Vice President*

\* Mr. Salacuse retired from the Board of Directors, effective June 30, 2014.

### **Western Asset High Income Opportunity Fund Inc.**

620 Eighth Avenue

49<sup>th</sup> Floor

New York, NY 10018

### **Investment manager**

Legg Mason Partners Fund Advisor, LLC

### **Subadvisers**

Western Asset Management Company

Western Asset Management Company Limited

### **Custodian**

State Street Bank and Trust Company

1 Lincoln Street

Boston, MA 02111

### **Transfer agent**

American Stock Transfer & Trust Company

6201 15<sup>th</sup> Avenue

Brooklyn, NY 11219

### **Independent registered public accounting firm**

KPMG LLP

345 Park Avenue

New York, NY 10154

### **Legal counsel**

Simpson Thacher & Bartlett LLP

425 Lexington Avenue



Edgar Filing: UNITED NATURAL FOODS INC - Form 10-Q

New York, NY 10017

**New York Stock Exchange Symbol**

HIO

## Legg Mason Funds Privacy and Security Notice

### Your Privacy and the Security of Your Personal Information is Very Important to the Legg Mason Funds

This Privacy and Security Notice (the **Privacy Notice**) addresses the Legg Mason Funds' privacy and data protection practices with respect to nonpublic personal information the Funds receive. The Legg Mason Funds include any funds sold by the Funds' distributor, Legg Mason Investor Services, LLC, as well as Legg Mason-sponsored closed-end funds and certain closed-end funds managed or sub-advised by Legg Mason or its affiliates. The provisions of this Privacy Notice apply to your information both while you are a shareholder and after you are no longer invested with the Funds.

### The Type of Nonpublic Personal Information the Funds Collect About You

The Funds collect and maintain nonpublic personal information about you in connection with your shareholder account. Such information may include, but is not limited to:

Personal information included on applications or other forms;

Account balances, transactions, and mutual fund holdings and positions;

Online account access user IDs, passwords, security challenge question responses; and

Information received from consumer reporting agencies regarding credit history and creditworthiness (such as the amount of an individual's total debt, payment history, etc.).

### How the Funds Use Nonpublic Personal Information About You

The Funds do not sell or share your nonpublic personal information with third parties or with affiliates for their marketing purposes, or with other financial institutions or affiliates for joint marketing purposes, unless you have authorized the Funds to do so. The Funds do not disclose any nonpublic personal information about you except as may be required to perform transactions or services you have authorized or as permitted or required by law. The Funds may disclose information about you to:

Employees, agents, and affiliates on a **need to know** basis to enable the Funds to conduct ordinary business or comply with obligations to government regulators;

Service providers, including the Funds' affiliates, who assist the Funds as part of the ordinary course of business (such as printing, mailing services, or processing or servicing your account with us) or otherwise perform services on the Funds' behalf, including companies that may perform marketing services solely for the Funds;

The Funds' representatives such as legal counsel, accountants and auditors; and

Fiduciaries or representatives acting on your behalf, such as an IRA custodian or trustee of a grantor trust.



## Legg Mason Funds Privacy and Security Notice (cont'd)

Except as otherwise permitted by applicable law, companies acting on the Funds' behalf are contractually obligated to keep nonpublic personal information the Funds provide to them confidential and to use the information the Funds share only to provide the services the Funds ask them to perform.

The Funds may disclose nonpublic personal information about you when necessary to enforce their rights or protect against fraud, or as permitted or required by applicable law, such as in connection with a law enforcement or regulatory request, subpoena, or similar legal process. In the event of a corporate action or in the event a Fund service provider changes, the Funds may be required to disclose your nonpublic personal information to third parties. While it is the Funds' practice to obtain protections for disclosed information in these types of transactions, the Funds cannot guarantee their privacy policy will remain unchanged.

### Keeping You Informed of the Funds' Privacy and Security Practices

The Funds will notify you annually of their privacy policy as required by federal law. While the Funds reserve the right to modify this policy at any time they will notify you promptly if this privacy policy changes.

### The Funds' Security Practices

The Funds maintain appropriate physical, electronic and procedural safeguards designed to guard your nonpublic personal information. The Funds' internal data security policies restrict access to your nonpublic personal information to authorized employees, who may use your nonpublic personal information for Fund business purposes only.

Although the Funds strive to protect your nonpublic personal information, they cannot ensure or warrant the security of any information you provide or transmit to them, and you do so at your own risk. In the event of a breach of the confidentiality or security of your nonpublic personal information, the Funds will attempt to notify you as necessary so you can take appropriate protective steps. If you have consented to the Funds using electronic communications or electronic delivery of statements, they may notify you under such circumstances using the most current email address you have on record with them.

In order for the Funds to provide effective service to you, keeping your account information accurate is very important. If you believe that your account information is incomplete, not accurate or not current, or if you have questions about the Funds' privacy practices, write the Funds using the contact information on your account statements, email the Funds by clicking on the Contact Us section of the Funds' website at [www.leggmason.com](http://www.leggmason.com), or contact the Fund at 1-888-777-0102.

Revised April 2011

NOT PART OF THE ANNUAL REPORT

**Western Asset High Income Opportunity Fund Inc.**

Western Asset High Income Opportunity Fund Inc.

620 Eighth Avenue

49<sup>th</sup> Floor

New York, NY 10018

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase, at market prices, shares of its common stock in the open market.

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q from the Fund, shareholders can call 1-888-777-0102.

Information on how the Fund voted proxies relating to portfolio securities during the prior 12-month period ended June 30th of each year and a description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio transactions are available (1) without charge, upon request, by calling 1-888-777-0102, (2) on the Fund's website at [www.lmcef.com](http://www.lmcef.com) and (3) on the SEC's website at [www.sec.gov](http://www.sec.gov).

This report is transmitted to the shareholders of Western Asset High Income Opportunity Fund Inc. for their information. This is not a prospectus, circular or representation intended for use in the purchase of shares of the Fund or any securities mentioned in this report.

American Stock Transfer & Trust Company

6201 15<sup>th</sup> Avenue

Brooklyn, NY 11219

**WASX010408 11/14 SR14-2348**

**ITEM 2. CODE OF ETHICS.**

The registrant has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller.

**ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.**

The Board of Directors of the registrant has determined that William R. Hutchinson, a member of the Board's Audit Committee, possesses the technical attributes identified in Instruction 2(b) of Item 3 to Form N-CSR to qualify as an audit committee financial expert, and has designated Mr. Hutchinson as the Audit Committee's financial expert. Mr. Hutchinson is an independent Director pursuant to paragraph (a)(2) of Item 3 to Form N-CSR.

**ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

a) Audit Fees. The aggregate fees billed in the last two fiscal years ending September 30, 2013 and September 30, 2014 (the Reporting Periods) for professional services rendered by the Registrant's principal accountant (the Auditor) for the audit of the Registrant's annual financial statements, or services that are normally provided by the Auditor in connection with the statutory and regulatory filings or engagements for the Reporting Periods, were \$43,300 in 2013 and \$43,300 in 2014.

b) Audit-Related Fees. There were no fees billed in the Reporting Periods for assurance and related services by the Auditor that are reasonably related to the performance of the audit of the Registrant's financial statements and are not reported under paragraph (a) of the Item 4 for Western Asset High Income Opportunity Fund Inc.

(c) Tax Fees. The aggregate fees billed in the Reporting Periods for professional services rendered by the Auditor for tax compliance, tax advice and tax planning (Tax Services) were \$11,400 in 2013 and \$8,240 in 2014. These services consisted of (i) review or preparation of U.S. federal, state, local and excise tax returns; (ii) U.S. federal, state and local tax planning, advice and assistance regarding statutory, regulatory or administrative developments, and (iii) tax advice regarding tax qualification matters and/or treatment of various financial instruments held or proposed to be acquired or held.

There were no fees billed for tax services by the Auditors to service affiliates during the Reporting Periods that required pre-approval by the Audit Committee.

d) All Other Fees. There were no other fees billed in the Reporting Periods for products and services provided by the Auditor, other than the services reported in paragraphs (a) through (c) of this Item 4 for the Western Asset High Income Opportunity Fund Inc.

All Other Fees. There were no other non-audit services rendered by the Auditor to Legg Mason Partners Fund Advisors, LLC (LMPFA), and any entity controlling, controlled by or under common control with LMPFA that provided ongoing services to Western Asset High Income Opportunity Fund Inc. requiring pre-approval by the Audit Committee in the Reporting Period.

(e) Audit Committee's pre-approval policies and procedures described in paragraph (c) (7) of Rule 2-01 of Regulation S-X.

(1) The Charter for the Audit Committee (the Committee) of the Board of each registered investment company (the Fund) advised by LMPFA or one of their affiliates (each, an Adviser) requires that the Committee shall approve (a) all audit and permissible non-audit services to be provided to the Fund and (b) all permissible non-audit services to be

provided by the Fund's independent auditors to the Adviser and any Covered Service Providers if the engagement relates directly to the operations and financial reporting of the Fund. The Committee may implement policies and procedures by which such services are approved other than by the full Committee.

The Committee shall not approve non-audit services that the Committee believes impairs the independence of the auditors. As of the date of the approval of this Audit Committee Charter, permissible non-audit services include any professional services (including tax services), that are not prohibited services as described below, provided to the Fund by the independent auditors, other than those provided to the Fund in connection with an audit or a review of the financial statements of the Fund. Permissible non-audit services does not include: (i) bookkeeping or other services related to the accounting records or financial statements of the Fund; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the aggregate amount of all such permissible non-audit services provided to the Fund, the Adviser and any service providers controlling, controlled by or under common control with the Adviser that provide ongoing services to the Fund ( Covered Service Providers ) constitutes not more than 5% of the total amount of revenues paid to the independent auditors during the fiscal year in which the permissible non-audit services are provided to (a) the Fund, (b) the Adviser and (c) any entity controlling, controlled by or under common control with the Adviser that provides ongoing services to the Fund during the fiscal year in which the services are provided that would have to be approved by the Committee; (ii) the permissible non-audit services were not recognized by the Fund at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved by the Committee (or its delegate(s)) prior to the completion of the audit.

(2) For the Western Asset High Income Opportunity Fund Inc., the percentage of fees that were approved by the audit committee, with respect to: Audit-Related Fees were 100% and 100% for 2013 and 2014; Tax Fees were 100% and 100% for 2013 and 2014; and Other Fees were 100% and 100% for 2013 and 2014.

(f) N/A

(g) Non-audit fees billed by the Auditor for services rendered to Western Asset High Income Opportunity Fund Inc., LMPFA and any entity controlling, controlled by, or under common control with LMPFA that provides ongoing services to Western Asset High Income Opportunity Fund Inc. during the reporting period were \$0 in 2014.

(h) Yes. Western Asset High Income Opportunity Fund Inc.'s Audit Committee has considered whether the provision of non-audit services that were rendered to Service Affiliates, which were not pre-approved (not requiring pre-approval), is compatible with maintaining the Accountant's independence. All services provided by the Auditor to the Western Asset High Income Opportunity Fund Inc. or to Service Affiliates, which were required to be pre-approved, were pre-approved as required.



ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

a) Registrant has a separately-designated standing Audit Committee established in accordance with *Section 3(a)58(A) of the Exchange Act*. The Audit Committee consists of the following Board members:

William R. Hutchinson

Paolo M. Cucchi

Daniel P. Cronin

Carol L. Colman

Leslie H. Gelb

Eileen A. Kamerick

Dr. Riordan Roett

Jeswald W. Salacuse (Effective June 30, 2014, Mr. Salacuse retired from the Audit Committee and the Board of Directors.)

b) Not applicable

ITEM 6. SCHEDULE OF INVESTMENTS.

Included herein under Item 1.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

**Proxy Voting Guidelines and Procedures**

Legg Mason Partners Fund Advisor, LLC ( LMPFA ) delegates the responsibility for voting proxies for the fund to the subadviser through its contracts with the subadviser. The subadviser will use its own proxy voting policies and procedures to vote proxies. Accordingly, LMPFA does not expect to have proxy-voting responsibility for the fund. Should LMPFA become responsible for voting proxies for any reason, such as the inability of the subadviser to provide investment advisory services, LMPFA shall utilize the proxy voting guidelines established by the most recent subadviser to vote proxies until a new subadviser is retained.

The subadviser's Proxy Voting Policies and Procedures govern in determining how proxies relating to the fund's portfolio securities are voted and are provided below. Information regarding how each fund voted proxies (if any) relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge (1) by calling 888-777-0102, (2) on the fund's website at <http://www.lmcef.com> and (3) on the SEC's website at <http://www.sec.gov>.

**Background**

Western Asset Management Company ( WA ) and Western Asset Management Company Limited ( WAML ) (together Western Asset ) have adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of clients, in accordance with our fiduciary duties and SEC Rule 206(4)-6 under the Investment Advisers Act of 1940 ( Advisers Act ). Our authority to vote the proxies of our clients is established through investment management agreements or comparable documents, and our proxy voting guidelines have been tailored to reflect these specific contractual obligations. In addition to SEC requirements governing advisers, our proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts. Unless a manager of ERISA assets has been expressly precluded from voting proxies, the Department of Labor has determined that the responsibility for these votes lies with the Investment Manager.

In exercising its voting authority, Western Asset will not consult or enter into agreements with officers, directors or employees of Legg Mason Inc. or any of its affiliates (except that WA and WAML may so consult and agree with each other) regarding the voting of any securities owned by its clients.

### **Policy**

Western Asset's proxy voting procedures are designed and implemented in a way that is reasonably expected to ensure that proxy matters are handled in the best interest of our clients. While the guidelines included in the procedures are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration Western Asset's contractual obligations to our clients and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent Western Asset deems appropriate).

### **Procedures**

#### Responsibility and Oversight

The Western Asset Legal and Compliance Department ( Legal and Compliance Department ) is responsible for administering and overseeing the proxy voting process. The gathering of proxies is coordinated through the Corporate Actions area of Investment Support ( Corporate Actions ). Research analysts and portfolio managers are responsible for determining appropriate voting positions on each proxy utilizing any applicable guidelines contained in these procedures.

#### Client Authority

The Investment Management Agreement for each client is reviewed at account start-up for proxy voting instructions. If an agreement is silent on proxy voting, but contains an overall delegation of discretionary authority or if the account represents assets of an ERISA plan, Western Asset will assume responsibility for proxy voting. The Legal and Compliance Department maintains a matrix of proxy voting authority.

#### Proxy Gathering

Registered owners of record, client custodians, client banks and trustees ( Proxy Recipients ) that receive proxy materials on behalf of clients should forward them to Corporate Actions. Proxy Recipients for new clients (or, if Western Asset becomes aware that the applicable Proxy Recipient for an existing client has changed, the Proxy Recipient for the existing client) are notified at start-up of appropriate routing to Corporate Actions of proxy materials received and reminded of their responsibility to forward all proxy materials on a timely basis. If Western Asset personnel other than Corporate Actions receive proxy materials, they should promptly forward the materials to Corporate Actions.

#### Proxy Voting

Once proxy materials are received by Corporate Actions, they are forwarded to the Legal and Compliance Department for coordination and the following actions:

- a. Proxies are reviewed to determine accounts impacted.
- b. Impacted accounts are checked to confirm Western Asset voting authority.

- c. Legal and Compliance Department staff reviews proxy issues to determine any material conflicts of interest. (See conflicts of interest section of these procedures for further information on determining material conflicts of interest.)
- d. If a material conflict of interest exists, (i) to the extent reasonably practicable and permitted by applicable law, the client is promptly notified, the conflict is disclosed and Western Asset obtains the client's proxy voting instructions, and (ii) to the extent that it is not reasonably practicable or permitted by applicable law to notify the client and obtain such instructions (e.g., the client is a mutual fund or other commingled vehicle or is an ERISA plan client), Western Asset seeks voting instructions from an independent third party.
- e. Legal and Compliance Department staff provides proxy material to the appropriate research analyst or portfolio manager to obtain their recommended vote. Research analysts and portfolio managers determine votes on a case-by-case basis taking into account the voting guidelines contained in these procedures. For avoidance of doubt, depending on the best interest of each individual client, Western Asset may vote the same proxy differently for different clients. The analyst's or portfolio manager's basis for their decision is documented and maintained by the Legal and Compliance Department.
- f. Legal and Compliance Department staff votes the proxy pursuant to the instructions received in (d) or (e) and returns the voted proxy as indicated in the proxy materials.

#### Timing

Western Asset personnel act in such a manner to ensure that, absent special circumstances, the proxy gathering and proxy voting steps noted above can be completed before the applicable deadline for returning proxy votes.

#### Recordkeeping

Western Asset maintains records of proxies voted pursuant to Section 204-2 of the Advisers Act and ERISA DOL Bulletin 94-2. These records include:

- a. A copy of Western Asset's policies and procedures.
- b. Copies of proxy statements received regarding client securities.
- c. A copy of any document created by Western Asset that was material to making a decision how to vote proxies.
- d. Each written client request for proxy voting records and Western Asset's written response to both verbal and written client requests.
- e. A proxy log including:

1. Issuer name;
2. Exchange ticker symbol of the issuer's shares to be voted;
3. Committee on Uniform Securities Identification Procedures (CUSIP) number for the shares to be voted;
4. A brief identification of the matter voted on;
5. Whether the matter was proposed by the issuer or by a shareholder of the issuer;
6. Whether a vote was cast on the matter;
7. A record of how the vote was cast; and
8. Whether the vote was cast for or against the recommendation of the issuer's management team.

Records are maintained in an easily accessible place for five years, the first two in Western Asset's offices.

### Disclosure

Part II of the WA Form ADV and the WAML Form ADV, each, contain a description of Western Asset's proxy policies. Clients will be provided a copy of these policies and procedures upon request. In addition, upon request, clients may receive reports on how their proxies have been voted.

### Conflicts of Interest

All proxies are reviewed by the Legal and Compliance Department for material conflicts of interest. Issues to be reviewed include, but are not limited to:

1. Whether Western Asset (or, to the extent required to be considered by applicable law, its affiliates) manages assets for the company or an employee group of the company or otherwise has an interest in the company;
2. Whether Western Asset or an officer or director of Western Asset or the applicable portfolio manager or analyst responsible for recommending the proxy vote (together, "Voting Persons") is a close relative of or has a personal or business relationship with an executive, director or person who is a candidate for director of the company or is a participant in a proxy contest; and
3. Whether there is any other business or personal relationship where a Voting Person has a personal interest in the outcome of the matter before shareholders.

### **Voting Guidelines**

Western Asset's substantive voting decisions turn on the particular facts and circumstances of each proxy vote and are evaluated by the designated research analyst or portfolio manager. The examples outlined below are meant as guidelines to aid in the decision making process.

Guidelines are grouped according to the types of proposals generally presented to shareholders. Part I deals with proposals which have been approved and are recommended by a company's board of directors; Part II deals with proposals submitted by shareholders for inclusion in proxy statements; Part III addresses issues relating to voting shares of investment companies; and Part IV addresses unique considerations pertaining to foreign issuers.

#### **I. Board Approved Proposals**

The vast majority of matters presented to shareholders for a vote involve proposals made by a company itself that have been approved and recommended by its board of directors. In view of the enhanced corporate governance practices currently being implemented in public companies, Western Asset generally votes in support of decisions reached by independent boards of directors. More specific guidelines related to certain board-approved proposals are as follows:

##### **1. Matters relating to the Board of Directors**

Western Asset votes proxies for the election of the company's nominees for directors and for board-approved proposals on other matters relating to the board of directors with the following exceptions:

- a. Votes are withheld for the entire board of directors if the board does not have a majority of independent directors or the board does not have nominating, audit and compensation committees composed solely of independent directors.
  - b. Votes are withheld for any nominee for director who is considered an independent director by the company and who has received compensation from the company other than for service as a director.
  - c. Votes are withheld for any nominee for director who attends less than 75% of board and committee meetings without valid reasons for absences.
  - d. Votes are cast on a case-by-case basis in contested elections of directors.
2. Matters relating to Executive Compensation

Western Asset generally favors compensation programs that relate executive compensation to a company's long-term performance. Votes are cast on a case-by-case basis on board-approved proposals relating to executive compensation, except as follows:

- a. Except where the firm is otherwise withholding votes for the entire board of directors, Western Asset votes for stock option plans that will result in a minimal annual dilution.
  - b. Western Asset votes against stock option plans or proposals that permit replacing or repricing of underwater options.
  - c. Western Asset votes against stock option plans that permit issuance of options with an exercise price below the stock's current market price.
  - d. Except where the firm is otherwise withholding votes for the entire board of directors, Western Asset votes for employee stock purchase plans that limit the discount for shares purchased under the plan to no more than 15% of their market value, have an offering period of 27 months or less and result in dilution of 10% or less.
3. Matters relating to Capitalization

The management of a company's capital structure involves a number of important issues, including cash flows, financing needs and market conditions that are unique to the circumstances of each company. As a result, Western Asset votes on a case-by-case basis on board-approved proposals involving changes to a company's capitalization except where Western Asset is otherwise withholding votes for the entire board of directors.

- a. Western Asset votes for proposals relating to the authorization of additional common stock.
- b. Western Asset votes for proposals to effect stock splits (excluding reverse stock splits).
- c. Western Asset votes for proposals authorizing share repurchase programs.



#### 4. Matters relating to Acquisitions, Mergers, Reorganizations and Other Transactions

Western Asset votes these issues on a case-by-case basis on board-approved transactions.

#### 5. Matters relating to Anti-Takeover Measures

Western Asset votes against board-approved proposals to adopt anti-takeover measures except as follows:

- a. Western Asset votes on a case-by-case basis on proposals to ratify or approve shareholder rights plans.
- b. Western Asset votes on a case-by-case basis on proposals to adopt fair price provisions.

#### 6. Other Business Matters

Western Asset votes for board-approved proposals approving such routine business matters such as changing the company's name, ratifying the appointment of auditors and procedural matters relating to the shareholder meeting.

- a. Western Asset votes on a case-by-case basis on proposals to amend a company's charter or bylaws.
- b. Western Asset votes against authorization to transact other unidentified, substantive business at the meeting.

#### II. Shareholder Proposals

SEC regulations permit shareholders to submit proposals for inclusion in a company's proxy statement. These proposals generally seek to change some aspect of a company's corporate governance structure or to change some aspect of its business operations. Western Asset votes in accordance with the recommendation of the company's board of directors on all shareholder proposals, except as follows:

1. Western Asset votes for shareholder proposals to require shareholder approval of shareholder rights plans.
2. Western Asset votes for shareholder proposals that are consistent with Western Asset's proxy voting guidelines for board-approved proposals.
3. Western Asset votes on a case-by-case basis on other shareholder proposals where the firm is otherwise withholding votes for the entire board of directors.

#### III. Voting Shares of Investment Companies

Western Asset may utilize shares of open or closed-end investment companies to implement its investment strategies. Shareholder votes for investment companies that fall within the categories listed in Parts I and II above are voted in accordance with those guidelines.

1. Western Asset votes on a case-by-case basis on proposals relating to changes in the investment objectives of an investment company taking into account the original intent of the fund and the role the fund plays in the clients portfolios.

2. Western Asset votes on a case-by-case basis all proposals that would result in increases in expenses (e.g., proposals to adopt 12b-1 plans, alter investment advisory arrangements or approve fund mergers) taking into account comparable expenses for similar funds and the services to be provided.

#### IV. Voting Shares of Foreign Issuers

In the event Western Asset is required to vote on securities held in non-U.S. issuers i.e. issuers that are incorporated under the laws of a foreign jurisdiction and that are not listed on a U.S. securities exchange or the NASDAQ stock market, the following guidelines are used, which are premised on the existence of a sound corporate governance and disclosure framework. These guidelines, however, may not be appropriate under some circumstances for foreign issuers and therefore apply only where applicable.

1. Western Asset votes for shareholder proposals calling for a majority of the directors to be independent of management.
2. Western Asset votes for shareholder proposals seeking to increase the independence of board nominating, audit and compensation committees.
3. Western Asset votes for shareholder proposals that implement corporate governance standards similar to those established under U.S. federal law and the listing requirements of U.S. stock exchanges, and that do not otherwise violate the laws of the jurisdiction under which the company is incorporated.
4. Western Asset votes on a case-by-case basis on proposals relating to (1) the issuance of common stock in excess of 20% of a company's outstanding common stock where shareholders do not have preemptive rights, or (2) the issuance of common stock in excess of 100% of a company's outstanding common stock where shareholders have preemptive rights.

#### **Retirement Accounts**

For accounts subject to ERISA, as well as other Retirement Accounts, Western Asset is presumed to have the responsibility to vote proxies for the client. The Department of Labor ( DOL ) has issued a bulletin that states that investment managers have the responsibility to vote proxies on behalf of Retirement Accounts unless the authority to vote proxies has been specifically reserved to another named fiduciary. Furthermore, unless Western Asset is expressly precluded from voting the proxies, the DOL has determined that the responsibility remains with the investment manager.

In order to comply with the DOL's position, Western Asset will be presumed to have the obligation to vote proxies for its Retirement Accounts unless Western Asset has obtained a specific written instruction indicating that: (a) the right to vote proxies has been reserved to a named fiduciary of the client, and (b) Western Asset is precluded from voting proxies on behalf of the client. If Western Asset does not receive such an instruction, Western Asset will be responsible for voting proxies in the best interests of the Retirement Account client and in accordance with any proxy voting guidelines provided by the client.

ITEM 8. INVESTMENT PROFESSIONALS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.  
**(a)(1):**

NAME AND	LENGTH OF	PRINCIPAL OCCUPATION(S) DURING
ADDRESS	TIME SERVED	PAST 5 YEARS
<p>S. Kenneth Leech</p> <p>Western Asset 385 East Colorado Blvd. Pasadena, CA 91101</p>	<p>Since March 31, 2014</p>	<p>Responsible for the day-to-day management with other members of the Fund's portfolio management team; Chief Investment Officer of Western Asset from 1998 to 2008 and since 2014; Senior Advisor/Chief Investment Officer Emeritus of Western Asset from 2008-2013; Co- Chief Investment Officer of Western Asset from 2013-2014.</p>
<p>Christopher F. Kilpatrick</p> <p>Western Asset 385 East Colorado Blvd. Pasadena, CA 91101</p>	<p>Since 2012</p>	<p>Responsible for the day-to-day management with other members of the Fund's portfolio management team; employed by Western Asset Management as an investment professional for at least the past five years.</p>
<p>Michael C. Buchanan</p> <p>Western Asset  385 East Colorado Blvd.  Pasadena,  CA 91101</p>	<p>Since 2006</p>	<p>Responsible for the day-to-day management with other members of the Fund's portfolio management team; formerly, Managing Director and head of U.S. Credit Products from 2003-2005 at Credit Suisse Asset Management</p>

**(a)(2): DATA TO BE PROVIDED BY FINANCIAL CONTROL**

The following tables set forth certain additional information with respect to the fund's investment professionals for the fund. Unless noted otherwise, all information is provided as of September 30, 2014.

**Other Accounts Managed by Investment Professionals**

The table below identifies the number of accounts (other than the fund) for which the fund's investment professionals have day-to-day management responsibilities and the total assets in such accounts, within each of the following categories: registered investment companies, other pooled investment vehicles, and other accounts. For each category, the number of accounts and total assets in the accounts where fees are based on performance is also indicated.

<b>Name of PM</b>	<b>Type of Account</b>	<b>Number of Accounts Managed</b>	<b>Total Assets Managed</b>	<b>Number of Accounts Managed for which Advisory Fee is Performance-Based</b>	<b>Assets Managed for which Advisory Fee is Performance-Based</b>
S. Kenneth Leech	Other Registered Investment Companies	109	\$ 208.6 billion	None	None
	Other Pooled Vehicles	243	\$ 88.5 billion	9	\$ 2.1 billion
	Other Accounts	673	\$ 173.9 billion	56	\$ 17.8 billion
Michael C. Buchanan	Other Registered Investment Companies	43	\$ 35.5 billion	None	None
	Other Pooled Vehicles	59	\$ 32.7 billion	4	\$ 1.3 billion
	Other Accounts	190	\$ 52.1 billion	20	\$ 8.0 billion
Christopher Kilpatrick	Other Registered Investment Companies	9	\$ 3.6 billion	None	None
	Other Pooled Vehicles	None	None	None	None
	Other Accounts	None	None	None	None

*The numbers above reflect the overall number of portfolios managed by employees of Western Asset Management Company ( Western Asset ). Mr. Leech is involved in the management of all the Firm's portfolios, but they are not solely responsible for particular portfolios. Western Asset's investment discipline emphasizes a team approach that combines the efforts of groups of specialists working in different market sectors. They are responsible for overseeing implementation of Western Asset's overall investment ideas and coordinating the work of the various sector teams. This structure ensures that client portfolios benefit from a consensus that draws on the expertise of all team members.*

**(a)(3): Investment Professional Compensation**

With respect to the compensation of the investment professionals, Western Asset's compensation system assigns each employee a total compensation range, which is derived from annual market surveys that benchmark each role with its job function and peer universe. This method is designed to reward employees with total compensation reflective of the external market value of their skills, experience, and ability to produce desired results. Standard compensation includes competitive base salaries, generous employee benefits, and a retirement plan.

In addition, the subadviser's employees are eligible for bonuses. These are structured to closely align the interests of employees with those of the subadviser, and are determined by the professional's job function and pre-tax performance as measured by a formal review process. All bonuses are completely discretionary. The principal factor considered is an investment professional's investment performance versus appropriate peer groups and benchmarks (*e.g.*, a securities index and with respect to a fund, the benchmark set forth in the fund's Prospectus to which the fund's average annual total returns are compared or, if none, the benchmark set forth in the fund's annual report). Performance is reviewed on a 1, 3 and 5 year basis for compensation with 3 years having the most emphasis. The subadviser may also measure an investment professional's pre-tax investment performance against other benchmarks, as it determines appropriate. Because investment professionals are generally responsible for multiple accounts (including the funds) with similar investment strategies, they are generally compensated on the performance of the aggregate group of similar accounts, rather than a specific account. Other factors that may be considered when making bonus decisions include client service, business development, length of service to the subadviser, management or supervisory responsibilities, contributions to developing business strategy and overall contributions to the subadviser's business.

Finally, in order to attract and retain top talent, all professionals are eligible for additional incentives in recognition of outstanding performance. These are determined based upon the factors described above and include Legg Mason stock options and long-term incentives that vest over a set period of time past the award date.

**Potential Conflicts of Interest**

*Conflicts of Interest*

The manager, the subadviser and investment professionals have interests which conflict with the interests of the fund. There is no guarantee that the policies and procedures adopted by the manager, the subadviser and the fund will be able to identify or mitigate these conflicts of interest.

Some examples of material conflicts of interest include:

*Allocation of Limited Time and Attention.* An investment professional who is responsible for managing multiple funds and/or accounts may devote unequal time and attention to the management of those funds and/or accounts. An investment professional may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those funds and accounts as might be the case if he or she were to devote substantially more attention to the management of a single fund. Such an investment

professional may make general determinations across multiple funds, rather than tailoring a unique approach for each fund. The effects of this conflict may be more pronounced where funds and/or accounts overseen by a particular investment professional have different investment strategies.

*Allocation of Limited Investment Opportunities; Aggregation of Orders.* If an investment professional identifies a limited investment opportunity that may be suitable for multiple funds and/or accounts, the opportunity may be allocated among these several funds or accounts, which may limit the fund's ability to take full advantage of the investment opportunity. Additionally, the subadviser may aggregate transaction orders for multiple accounts for purpose of execution. Such aggregation may cause the price or brokerage costs to be less favorable to a particular client than if similar transactions were not being executed concurrently for other accounts. In addition, the subadviser's trade allocation policies may result in the fund's orders not being fully executed or being delayed in execution.

*Pursuit of Differing Strategies.* At times, an investment professional may determine that an investment opportunity may be appropriate for only some of the funds and/or accounts for which he or she exercises investment responsibility, or may decide that certain of the funds and/or accounts should take differing positions with respect to a particular security. In these cases, the investment professional may place separate transactions for one or more funds or accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other funds and/or accounts. For example, an investment professional may determine that it would be in the interest of another account to sell a security that the fund holds long, potentially resulting in a decrease in the market value of the security held by the fund.

*Cross Trades.* Investment professionals may manage funds that engage in cross trades, where one of the manager's funds or accounts sells a particular security to another fund or account managed by the same manager. Cross trades may pose conflicts of interest because of, for example, the possibility that one account sells a security to another account at a higher price than an independent third party would pay or otherwise enters into a transaction that it would not enter into with an independent party, such as the sale of a difficult-to-obtain security.

*Selection of Broker/Dealers.* Investment professionals may select or influence the selection of the brokers and dealers that are used to execute securities transactions for the funds and/or accounts that they supervise. In addition to executing trades, some brokers and dealers provide the subadviser with brokerage and research services. These services may be taken into account in the selection of brokers and dealers whether a broker is being selected to effect a trade on an agency basis for a commission or (as is normally the case for the funds) whether a dealer is being selected to effect a trade on a principal basis. This may result in the payment of higher brokerage fees and/or execution at a less favorable price than might have otherwise been available. The services obtained may ultimately be more beneficial to certain of the manager's funds or accounts than to others (but not necessarily to the funds that pay the increased commission or incur the less favorable execution). A decision as to the selection of brokers and dealers could therefore yield disproportionate costs and benefits among the funds and/or accounts managed.

*Variation in Financial and Other Benefits.* A conflict of interest arises where the financial or other benefits available to an investment professional differ among the funds and/or accounts that he or she manages. If the amount or structure of the investment manager's management fee and/or an investment professional's compensation differs among funds and/or accounts (such as where certain funds or accounts pay higher management fees or performance-based management fees), the investment professional might be motivated to help certain funds and/or accounts over others. Similarly, the desire to maintain assets under management or to enhance the investment professional's performance record or to derive other rewards, financial or otherwise, could influence the investment professional in affording preferential treatment to those funds and/or accounts that could most significantly benefit the investment professional. An investment professional may, for example, have an incentive to allocate favorable or limited opportunity investments or structure the timing of investments to favor such funds and/or accounts. Also, an investment professional's or the manager's or the subadviser's desire to increase assets under management could influence the investment professional to keep a fund open for new investors without regard to potential benefits of closing the fund

to new investors. Additionally, the investment professional might be motivated to favor funds

and/or accounts in which he or she has an ownership interest or in which the investment manager and/or its affiliates have ownership interests. Conversely, if an investment professional does not personally hold an investment in the fund, the investment professional's conflicts of interest with respect to the fund may be more acute.

*Related Business Opportunities.* The investment manager or its affiliates may provide more services (such as distribution or recordkeeping) for some types of funds or accounts than for others. In such cases, an investment professional may benefit, either directly or indirectly, by devoting disproportionate attention to the management of funds and/or accounts that provide greater overall returns to the investment manager and its affiliates.

**(a)(4): Investment Professional Securities Ownership**

The table below identifies the dollar range of securities beneficially owned by each investment professional as of September 30, 2014.

<b>Investment Professional(s)</b>	<b>Dollar Range of Portfolio Securities Beneficially Owned</b>
S. Kenneth Leech	A
Christopher Kilpatrick	A
Michael C. Buchanan	A

Dollar Range ownership is as follows:

A: none

B: \$1 - \$10,000

C: 10,001 - \$50,000

D: \$50,001 - \$100,000

E: \$100,001 - \$500,000

F: \$500,001 - \$1 million

G: over \$1 million

**ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.**

Not applicable.

**ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

Not applicable.



ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.
  
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a)(1) Code of Ethics attached hereto.

Exhibit 99.CODE ETH

(a) (2) Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.CERT

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.906CERT

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this Report to be signed on its behalf by the undersigned, there unto duly authorized.

**Western Asset High Income Opportunity Fund Inc.**

By: /s/ Kenneth D. Fuller  
Kenneth D. Fuller  
Chief Executive Officer

Date: November 25, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Kenneth D. Fuller  
Kenneth D. Fuller  
Chief Executive Officer

Date: November 25, 2014

By: /s/ Richard F. Sennett  
Richard F. Sennett  
Principal Financial Officer

Date: November 25, 2014