HEALTHCARE TRUST OF AMERICA, INC.
Form 424B5
November 01, 2013

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Class A Common Stock, par value $0.01 per share	**$300,000,000**	**$38,640**

(1) Calculated in accordance with Rules 457(o) and 457(r) of the Securities Act of 1933, as amended. Payment of the registration fee at the time of filing of the registrant s registration statement on Form S-3, filed with the Securities and Exchange Commission on December 21, 2012 (File No. 333-185668) (the Registration Statement), was deferred pursuant to Rules 456(b) and 457(r) under the Securities Act of 1933, as amended. This paragraph shall be deemed to update the Calculation of Registration Fee table in the Registration Statement.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-185668

PROSPECTUS SUPPLEMENT

(To Prospectus Dated December 21, 2012)

$300,000,000

Class A Common Stock

This prospectus supplement relates to the issuance and sale of shares of our Class A common stock, par value $0.01 per share, or our Class A Shares, having an aggregate offering price of up to $300,000,000, from time to time through Wells Fargo Securities, LLC, which we refer to as the sales agent. These sales, if any, will be made pursuant to the terms of an equity distribution agreement between us and the sales agent.

Our Class A Shares are listed on the New York Stock Exchange, or the NYSE, under the symbol HTA. On October 31, 2013, the last reported sales price of our Class A Shares on the NYSE was $11.62 per share.

Sales of Class A Shares, if any, under this prospectus supplement and the accompanying prospectus, may be made by means of ordinary brokers transactions on the NYSE, in negotiated transactions or transactions that are deemed to be at the market offerings as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made to or through a market maker other than on an exchange, at prices related to the prevailing market prices or at negotiated prices. The sales agent will make all sales on a best efforts basis using its commercially reasonable efforts consistent with its normal trading and sales practices, on mutually agreed terms between the sales agent and us.

Under the terms of the equity distribution agreement, we may also sell our Class A Shares to the sales agent, as principal for its own account, at a price to be agreed upon at the time of sale. If we sell our Class A Shares to the sales agent, as principal, we will enter into a separate terms agreement with the sales agent and we will describe such agreement in a separate prospectus supplement or pricing supplement.

The compensation to the sales agent for sales of Class A Shares will be 1.5% of the gross sales price of all Class A Shares sold through the sales agent from time to time under the equity distribution agreement. The net proceeds from any sales under this prospectus supplement will be used as described under Use of Proceeds in this prospectus supplement.

In connection with the sale of Class A Shares on our behalf, the sales agent may be deemed to be an underwriter within the meaning of the Securities Act and the compensation of the sales agent may be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to the sales agent against certain liabilities, including liabilities under the Securities Act.

We are a Maryland corporation and have elected to be treated as a real estate investment trust, or REIT, for U.S. federal income tax purposes. In order to help maintain our qualification as a REIT, among other purposes, our charter, subject to certain exceptions, limits ownership and transfer of our Class A Shares to not more than 9.8% in value of our outstanding capital stock and 9.8% in value or in number of shares, whichever is more restrictive, of our outstanding common stock by any person.

Investing in our Class A Shares involves a high degree of risk. Before investing in our Class A Shares, you should read and carefully consider the Risk Factors beginning on page S-5 of this prospectus supplement, page 6 of the accompanying prospectus and those under the caption Risk Factors under Item 1A of Part I of our most recent Annual Report on Form 10-K and under Item 1A of Part II of our Quarterly Reports on Form 10-Q, as applicable, which information is incorporated by reference in this prospectus supplement, and the additional risks and other information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

Wells Fargo Securities

The date of this prospectus supplement is November 1, 2013.

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This document consists of two parts. The first part is this prospectus supplement, which relates to the offer and sale from time to time of Class A Shares and also supplements and updates information contained in the accompanying prospectus and the documents incorporated by reference into the prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to any potential sale of Class A Shares. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference herein that was filed with the Securities and Exchange Commission, or the SEC, before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement.

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not and the sales agent has not authorized anyone to provide you with information that is different from that contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. No action is being taken in any jurisdiction outside the United States to permit a public offering of Class A Shares or possession or distribution of this prospectus supplement or the accompanying prospectus in such jurisdiction. The offering of Class A Shares may be restricted by law in certain non-U.S. jurisdictions. This prospectus supplement is not an offer to sell nor does it seek an offer to buy any shares of common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of the respective dates of such documents or on the date or dates that are specified in such documents. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus supplement and any documents we incorporate by reference herein constitute forward-looking statements within the meaning of the safe harbor from civil liability provided for such statements by the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act). Such statements include, in particular, statements about our plans, strategies and prospects and estimates regarding future medical office building market performance. Additionally, such statements are subject to certain risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ materially and in adverse ways from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of our performance in future periods. Forward-looking statements are generally identifiable by the use of such terms such as expect, project, may, will, should, could, opinion, would, intend, plan, anticipate, estimate, believe, continu forma or the negative of such terms and other comparable terminology. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this prospectus supplement or such document incorporated by reference herein, as applicable. We cannot guarantee the accuracy of any such forward-looking statements contained in this prospectus supplement or any documents we incorporate by reference herein, and we do not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Any such forward-looking statements reflect our current views about future events, are subject to unknown risks, uncertainties, and other factors, and are based on a number of assumptions involving judgments with respect to, among other things, future economic, competitive, and market conditions, all of which are difficult or impossible to predict accurately. To the extent that our assumptions differ from actual results, our ability to meet such forward-looking statements, including our ability to generate positive cash flow from operations, provide dividends to stockholders, and maintain the value of our real estate properties, may be significantly hindered. The following factors, as well as any cautionary language in this prospectus supplement and any documents we incorporate by reference herein, provide examples of certain risks, uncertainties and events that could cause actual events or results to differ materially from those presented in our forward-looking statements:

- our ability to effectively deploy proceeds of offerings of securities;
- changes in economic conditions affecting the healthcare property sector, the commercial real estate market and the credit market;
- competition for acquisition of medical office buildings and other facilities that serve the healthcare industry;
- economic fluctuations in certain states in which our property investments are geographically concentrated;
- retention of our senior management team;
- financial stability and solvency of our tenants;
- supply and demand for operating properties in the market areas in which we operate;
- our ability to acquire real properties, and to successfully operate those properties once acquired;
- changes in property taxes;

legislative and regulatory changes, including changes to laws governing the taxation of REITs and changes to laws governing the healthcare industry;

fluctuations in reimbursements from third party payors such as Medicare and Medicaid;

delays in liquidating defaulted mortgage loan investments;

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- changes in interest rates;
- the availability of capital and financing;
- restrictive covenants in our existing credit facilities;
- changes in our credit rating;
- changes in accounting principles generally accepted in the United States of America, policies and guidelines applicable to REITs;
- our ability to remain qualified as a REIT; and
- the factors included in this prospectus supplement and any documents we incorporate by reference herein, including those set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 under the headings Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations.

Forward-looking statements express expectations of future events. All forward-looking statements are inherently uncertain as they are based on various expectations and assumptions concerning future events and they are subject to numerous known and unknown risks and uncertainties that could cause actual events or results to differ materially from those projected. Due to these inherent uncertainties, our stockholders are urged not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date made. In addition, we undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to projections over time, except as required by law.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning us and our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

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SUMMARY

This summary only highlights the more detailed information appearing elsewhere in this prospectus supplement or incorporated by reference in this prospectus supplement. This summary is not complete and does not contain all of the information that you should consider before investing in our Class A Shares. You should read carefully this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein before deciding whether to invest in our Class A Shares.

Unless otherwise stated, or the context otherwise requires, references in this prospectus supplement to HTA, Company, we, us, our and similar terms refer to Healthcare Trust of America, Inc., a Maryland corporation, and its subsidiaries.

Our Company

We are a fully integrated, self-administered and internally managed REIT, primarily focused on acquiring, owning and operating high-quality medical office buildings that are predominantly located on or aligned with campuses of nationally or regionally recognized healthcare systems. We are one of the largest public REITs focused on medical office buildings in the United States based on gross leasable area and have strong industry relationships, a stable and diversified tenant mix and an extensive and active acquisition network. Our primary objective is to maximize stockholder value with disciplined growth through strategic investments and to provide an attractive risk-adjusted return for our stockholders by consistently increasing our cash flow. In pursuing this objective, we (i) target mid-sized acquisitions of high-quality medical office buildings in markets with dominant healthcare systems, attractive demographics and that complement our existing portfolio, (ii) actively manage our balance sheet to maintain flexibility with conservative leverage, and (iii) seek internal growth through proactive asset management, leasing and property management oversight. Since our formation in 2006, we have built a portfolio of properties that totals approximately $2.7 billion based on purchase price and is comprised of approximately 12.9 million square feet of gross leasable area located in 27 states. As of June 30, 2013, our portfolio consisted of 250 medical office buildings and 19 other facilities that serve the healthcare industry, as well as a real estate note receivable secured by medical office buildings.

Our principal executive offices are located at 16435 North Scottsdale Road, Suite 320, Scottsdale, Arizona 85254 and our telephone number is (480) 998-3478. We maintain a web site at www.htareit.com, at which there is additional information about us. The contents of that site are not incorporated by reference in, or otherwise a part of, this prospectus supplement or the accompanying prospectus.

The Offering

Securities Offered	Shares of Class A common stock with an aggregate sales price of up to $300,000,000.
Manner of Offering	At the Market offering that may be made from time to time through Wells Fargo Securities, LLC, as sales agent, using commercially reasonable efforts. See Plan of Distribution.
NYSE Symbol for our Class A Shares	HTA.
Use of Proceeds	We intend to use the net proceeds from any sales of shares of our Class A common stock pursuant to this prospectus supplement for general corporate purposes, including, but not limited to, working capital, investment in real estate and repayment of debt. See Use of Proceeds.
Restrictions on Ownership and Transfer	Our charter, subject to certain exceptions, limits ownership and transfer of our Class A common stock to not more than 9.8% in

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	value of our outstanding capital stock and 9.8% in value or in number of shares, whichever is more restrictive, of our outstanding common stock by any person. See Description of Healthcare Trust of America, Inc. Capital Stock Restrictions on Ownership and Transfer of Shares in the accompanying prospectus.
Risk Factors	Before investing in our Class A Shares, you should read and consider carefully the Risk Factors beginning on page S-5 of this prospectus supplement, page 6 of the accompanying prospectus and those under the caption Risk Factors under Item 1A of Part I of our most recent Annual Report on Form 10-K and under Item 1A of Part II of our Quarterly Reports on Form 10-Q, as applicable, which information is incorporated by reference in this prospectus supplement, and the additional risks and other information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

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RISK FACTORS

Investing in our Class A Shares involves a high degree of risk. Before investing in our Class A Shares, you should read and consider carefully the matters described below, those in the accompanying prospectus beginning on page 6, and those under the caption Risk Factors under Item 1A of Part I of our most recent Annual Report on Form 10-K and under Item 1A of Part II of our Quarterly Reports on Form 10-Q, as applicable, which information is incorporated by reference in this prospectus supplement, and the additional risks and other information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. See Where You Can Find More Information and Incorporation by Reference.

The price of our Class A Shares has and may continue to fluctuate significantly, which may make it difficult for you to sell our Class A Shares when you want or at prices you find attractive.

The price of our Class A Shares on the NYSE constantly changes and has been subject to significant price fluctuations. We expect that the market price of our Class A Shares will continue to fluctuate significantly. Our stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors may include:

- actual or anticipated variations in our quarterly operating results;
- changes in our earnings estimates or publication of research reports about us or the real estate industry, although no assurance can be given that any research reports about us will be published;
- future sales of substantial amounts of Class A Shares by our existing or future stockholders;
- the final conversion of our Class B Shares (as defined below) into Class A Shares or sales of our Class B Shares;
- increases in market interest rates, which may lead purchasers of our stock to demand a higher yield;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future;
- additions or departures of key personnel;
- actions by institutional stockholders;
- speculation in the press or investment community; and
- general market and economic conditions.

In addition, the stock market in general may experience extreme volatility that may be unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of our Class A Shares.

Sales of shares of our Class B common stock, or the perception that such sales could occur, and conversions of our Class B common stock into Class A Shares could adversely affect the trading price of our Class A Shares.

As of October 28, 2013, we had 57,268,109 shares of our Class B-3 common stock, or the Class B Shares, outstanding. Although our Class B Shares are not listed on a national securities exchange, they are not subject to transfer restrictions (other than the restrictions on ownership and transfer of stock set forth in our charter) and therefore are freely tradable. As a result, it is possible that a market may develop for our Class B Shares, and sales of such shares, or the perception that such sales could occur, could have an adverse effect on the trading price of our Class A Shares.

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Additionally, pursuant to the terms of our charter, shares of our Class B-1 and Class B-2 common stock automatically converted into Class A Shares on December 6, 2012 and June 6, 2013, respectively. Shares of our Class B-3 common stock will convert automatically into Class A Shares on December 6, 2013. Our board of directors may accelerate the date on which shares of our Class B-3 common stock convert automatically. We cannot predict the effect that the conversion of Class B Shares into Class A Shares will have on the market price of our Class A Shares, but the ongoing conversions may place constant downward pressure on the price of our Class A Shares, particularly at the time of conversion. In addition, holders of Class B Shares seeking to immediately liquidate their investment in our common stock could engage in immediate short sales of our Class A Shares prior to the date on which the Class B Shares convert into Class A Shares and use the Class A Shares that they receive upon conversion of their Class B Shares to cover these short sales in the future. Such short sales could depress the trading price of our Class A Shares.

Future offerings of debt securities, which would be senior to our Class A Shares, or equity securities, which would dilute our existing stockholders and may be senior to our Class A Shares, may adversely affect the market price of our Class A Shares.

In the future, we may issue debt or equity securities, including medium term notes, senior or subordinated notes and classes of preferred or common stock. Debt securities or shares of preferred stock will generally be entitled to receive distributions, both current and in connection with any liquidation or sale, prior to the holders of our Class A Shares. Our board of directors may issue such securities without stockholder approval and under Maryland law may amend our charter to increase the aggregate number of authorized shares of capital stock or the number of authorized shares of capital stock of any class or series without stockholder approval. We are not required to offer any such additional debt or equity securities to existing common stockholders on a preemptive basis. Therefore, offerings of common stock or other equity securities may dilute the percentage ownership interest of our existing stockholders. To the extent we issue additional equity interests, our stockholders percentage ownership interest in us will be diluted. Depending upon the terms and pricing of any additional offerings and the value of our real properties and other real estate related assets, our stockholders may also experience dilution in both the book value and fair market value of their shares. As a result, future offerings of debt or equity securities, or the perception that such offerings may occur, may reduce the market price of our Class A Shares and/or the distributions that we pay with respect to our Class A Shares.

Our distributions to stockholders may change, which could adversely affect the market price of our Class A Shares.

All distributions on our Class A Shares will be at the sole discretion of our board of directors and will depend upon our actual and projected financial condition, results of operations, cash flows, liquidity and funds from operations, maintenance of our REIT qualification, applicable law and such other matters as our board of directors may deem relevant from time to time. We may not be able to make distributions in the future or may need to fund such distributions from external sources, as to which no assurances can be given. In addition, we may choose to retain operating cash flow for investment purposes, working capital reserves or other purposes, and these retained funds, although increasing the value of our underlying assets, may not correspondingly increase the market price of our Class A Shares. Our failure to meet the market s expectations with regard to future cash distributions likely would adversely affect the market price of our Class A Shares.

Increases in market interest rates may result in a decrease in the value of our Class A Shares.

One of the factors that may influence the price of our Class A Shares will be the dividend distribution rate on our Class A Shares (as a percentage of the price of our Class A Shares) relative to market interest rates. If market interest rates rise, prospective purchasers of Class A Shares may expect a higher distribution rate. Higher interest rates would not, however, result in more funds being available for distribution and, in fact, would likely increase our borrowing costs and might decrease our funds available for distribution. We therefore may not be able, or we may not choose, to provide a higher distribution rate.

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As a result, prospective purchasers may decide to purchase other securities rather than our Class A Shares, which would reduce the demand for, and result in a decline in the market price of, our Class A Shares.

If securities analysts do not publish research or reports about our business or if they downgrade our Class A Shares or the healthcare-related real estate sector, the price of our Class A Shares could decline.

The trading market for our Class A Shares will rely in part upon the research and reports that industry or financial analysts publish about us or our business. We have no control over these analysts. Furthermore, if one or more of the analysts who do cover us downgrades our stock or our industry, or the stock of any of our competitors, the price of our Class A Shares could decline. If one or more of these analysts ceases coverage of our company, we could lose attention in the market, which in turn could cause the price of our Class A Shares to decline.

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USE OF PROCEEDS

We intend to use the net proceeds from any sales of our Class A Shares pursuant to this prospectus supplement for general corporate purposes, including, but not limited to, working capital and investment in real estate. Pending such uses, we anticipate that we will invest the net proceeds in interest-bearing securities in a manner consistent within maintaining our qualification as a REIT. In addition, we may use a portion of the net proceeds from any sales of our Class A Shares pursuant to this prospectus supplement to repay certain outstanding long-term debt obligations. We had $155.0 million outstanding under our existing senior unsecured term loan facility under which Wells Fargo Bank, N.A., acts as administrative agent and lender as of June 30, 2013, which matures on July 19, 2019. Amounts borrowed under the senior unsecured term loan facility bear interest at LIBOR plus a margin ranging from 1.55% to 2.40% based on our credit rating. We had $300.0 million outstanding under our existing senior unsecured revolving credit and term loan facility under which JPMorgan Chase Bank, N.A., acts as administrative agent and Wells Fargo Bank, N.A., acts as a syndication agent and is a lender as of June 30, 2013, which matures on March 29, 2016. Amounts borrowed under the senior unsecured revolving credit and term loan facility bear interest, at our option, at (a) (i) the greatest of the prime rate, the Federal Funds effective rate plus 0.5%, or an adjusted LIBOR based rate plus 1.0%, plus (ii) a margin ranging from 0.10% to 1.25% based on our credit rating, or (b) an adjusted LIBOR based rate plus a margin ranging from 1.10% to 2.25% based on our credit rating. Actual amounts to be repaid with respect to specific indebtedness obligations (if any), the timing of repayment and the particular method by which we effect repayment, have not been determined and will depend, among other things, on market and other conditions.

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ADDITIONAL MATERIAL FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain additional material federal income tax considerations with respect to the ownership of our Class A common stock. This summary supplements and should be read together with Material U.S. Federal Income Tax Considerations in the accompanying prospectus.

FATCA Withholding

U.S. Stockholders. Pursuant to legislation known as the Foreign Account Tax Compliance Act, or FATCA, for payments after June 30, 2014, a U.S. withholding tax will be imposed at a rate of 30% on dividends paid on our Class A common stock received by U.S. stockholders who own their Class A common stock through foreign accounts or foreign intermediaries if certain disclosure requirements related to U.S. accounts or ownership are not satisfied. In addition, if those disclosure requirements are not satisfied, a U.S. withholding tax at a 30% rate will be imposed, for payments after December 31, 2016, on proceeds from the sale of our Class A common stock received by U.S. stockholders who own their Class A common stock through foreign accounts or foreign intermediaries. Accordingly, the status of the entity through which our Class A common stock is held will affect the determination of whether such withholding is required. We will not pay any additional amounts in respect of any amounts withheld.

Non-U.S. Stockholders. Pursuant to FATCA, for payments after June 30, 2014, a U.S. withholding tax will be imposed at a rate of 30% on dividends paid on our Class A common stock received by or through certain foreign financial institutions that fail to meet certain disclosure requirements related to U.S. persons that either have accounts with such institutions or own equity interests in such institutions. Similarly, dividends in respect of our Class A common stock held by a stockholder that is a non-financial non-U.S. entity will be subject to withholding at a rate of 30% unless such entity either (i) certifies that such entity does not have any substantial United States owners or (ii) provides certain information regarding its substantial United States owners, which we will in turn provide to the Secretary of the Treasury. In addition, in the cases described above, 30% withholding will also apply to gross proceeds from the disposition of our Class A common stock occurring after December 31, 2016. We will not pay any additional amounts in respect of any amounts withheld.

Recent Legislation

Pursuant to recently enacted legislation, as of January 1, 2013, (1) the maximum tax rate on qualified dividend income received by U.S. stockholders taxed at individual rates is 20%, (2) the maximum tax rate on long-term capital gain applicable to U.S. stockholders taxed at individual rates is 20%, and (3) the highest marginal individual income tax rate is 39.6%. Pursuant to such legislation, the backup withholding rate remains at 28%. Such legislation also makes permanent certain federal income tax provisions that had been scheduled to expire on December 31, 2012. We urge you to consult your tax advisors regarding the impact of this legislation on the purchase, ownership and sale of our Class A common stock.

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PLAN OF DISTRIBUTION

Upon its acceptance of written instructions from us, Wells Fargo Securities, LLC will use its commercially reasonable efforts consistent with its sales and trading practices to solicit offers to purchase our Class A Shares, under the terms and subject to the conditions set forth in the equity distribution agreement. We will instruct Wells Fargo Securities, LLC as to the amount of Class A Shares to be sold by Wells Fargo Securities, LLC. We may instruct Wells Fargo Securities, LLC not to sell our Class A Shares if the sales cannot be effected at or above the price designated by us in any instruction. We or Wells Fargo Securities, LLC may suspend the offering of our Class A Shares upon proper notice and subject to other conditions.

Wells Fargo Securities, LLC will provide written confirmation to us no later than the opening of the trading day on the NYSE following the trading day in which our Class A Shares are sold under the equity distribution agreement. Each confirmation will include the number of Class A Shares sold on the preceding day, the net proceeds to us and the compensation payable by us to Wells Fargo Securities, LLC in connection with such sales.

We will pay Wells Fargo Securities, LLC commissions for its services in acting as agent and/or principal in the sale of our Class A Shares. Wells Fargo Securities, LLC will be entitled to compensation in an amount equal to 1.5% of the gross sales price of all Class A Shares sold through it under the equity distribution agreement. We estimate that the total expenses for the offering, excluding compensation payable to Wells Fargo Securities, LLC under the terms of the equity distribution agreement, will be approximately $970,000.

Settlement for sales of Class A Shares will occur on the third business day following the date on which any sales are made, or on some other date that is agreed upon by us and Wells Fargo Securities, LLC in connection with a particular transaction, in return for payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

We will report at least quarterly the number of our Class A Shares sold through Wells Fargo Securities, LLC, as agent, under the equity distribution agreement and the net proceeds to us in connection with the sale of our Class A Shares.

In connection with the sale of our Class A Shares on our behalf, Wells Fargo Securities, LLC may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation of Wells Fargo Securities, LLC may be deemed to be underwriting commissions or discounts. We have agreed to indemnify Wells Fargo Securities, LLC against specified liabilities, including liabilities under the Securities Act, or to contribute to payments that Wells Fargo Securities, LLC may be required to make because of those liabilities.

The offering of our Class A Shares pursuant to the equity distribution agreement will terminate upon the earlier of (1) the sale of all Class A Shares subject to the equity distribution agreement or (2) termination of the equity distribution agreement. The equity distribution agreement may be terminated by Wells Fargo Securities, LLC or us at anytime, and by Wells Fargo Securities, LLC at any time in certain circumstances, including our failure to maintain a listing of our Class A Shares on the NYSE or the occurrence of a material adverse change in our company.

Other Relationships

Wells Fargo Securities, LLC and its affiliates have engaged in, and may in the future engage in, investment banking, commercial banking and other commercial dealings in the ordinary course of business with us or our affiliates. Wells Fargo Securities, LLC and such affiliates have received, or may in the future receive, customary fees and commissions for these transactions. Wells Fargo Bank, N.A., an affiliate of Wells Fargo Securities, LLC, is a syndication agent and lender under our existing senior unsecured revolving credit and term loan facility and the administrative agent and lender under our existing senior unsecured term loan facility. Proceeds from any sales of our Class A Shares pursuant to this prospectus supplement may be used to repay amounts under such credit facilities. See Use of Proceeds.

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In addition, in the ordinary course of its business activities, Wells Fargo Securities, LLC and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Wells Fargo Securities, LLC and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Listing on the New York Stock Exchange

Our Class A Shares are listed on the NYSE under the symbol HTA.

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WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION BY REFERENCE

We are subject to the information requirements of the Exchange Act. Therefore, we file annual, quarterly and current reports, proxy statements and other information with the SEC. You may inspect and copy reports, proxy statements and other information we file with the SEC at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. We file information electronically with the SEC, and the SEC maintains a web site that contains reports, proxy and information statements and other information regarding registrants (including Healthcare Trust of America, Inc.) that file electronically with the SEC. The address of the SEC s web site is http://www.sec.gov.

The information incorporated by reference is considered to be part of this prospectus supplement, and later information filed with the SEC will update and supersede this information. The documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act prior to the termination of this offering comprise the incorporated documents:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the SEC on March 1, 2013;
- our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013 and June 30, 2013 filed with the SEC on May 8, 2013 and August 2, 2013, respectively;
- our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2013;
- our Current Reports on Form 8-K or Form 8-K/A, as applicable, filed with the SEC on December 21, 2012, January 4, 2013, January 7, 2013, January 22, 2013, March 12, 2013, March 13, 2013, March 27, 2013, March 28, 2013, April 30, 2013, July 10, 2013; August 2, 2013 and September 27, 2013; and
- the description of our Class A common stock contained in our Registration Statement on Form 8-A (File No. 001-35568) filed with the SEC on June 5, 2012.

It is specifically noted that any information that is deemed to be furnished, rather than filed, with the SEC is not incorporated by reference into this prospectus supplement, except as expressly incorporated herein.

We will provide to each person, including any beneficial owner, to whom a prospectus supplement is delivered, upon written or oral request of that person and at no cost, a copy of any document incorporated by reference into this prospectus supplement (or incorporated into the documents that this prospectus supplement incorporates by reference), excluding all exhibits unless we have specifically incorporated by reference the exhibit in this prospectus supplement. Requests should be directed to Healthcare Trust of America, Inc. at 16435 North Scottsdale Road, Suite 320, Scottsdale, Arizona 85254, telephone (480) 998-3478.

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LEGAL MATTERS

Certain legal matters in connection with the securities offered hereby will be passed upon for us by Venable LLP and O Melveny & Myers LLP. Certain legal matters in connection with this offering will be passed upon for the sales agent by Hunton & Williams LLP. O Melveny & Myers LLP and Hunton & Williams LLP may rely, as to certain matters of Maryland law, on the opinion of Venable LLP.

EXPERTS

The consolidated financial statements, and related financial statement schedules, incorporated in this Prospectus by reference from the Company s Annual Report on Form 10-K for the year ended December 31, 2012 and the effectiveness of the Company s internal control over financial reporting, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such financial statements and financial statement schedules have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

Also, the statements of revenues and certain expenses of Texas A&M MOB, Lincoln MOB, and South Florida MOB Portfolio for the year ended December 31, 2012, incorporated in this Prospectus by reference from the Company s Current Report on Form 8-K, filed on September 27, 2013, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports (which reports express an unqualified opinion on the statements of revenues and certain expenses and include an explanatory paragraph referring to the purpose of the statements), which are incorporated herein by reference. Such statements of revenues and certain expenses have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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PROSPECTUS

HEALTHCARE TRUST OF AMERICA, INC.

Class A Common Stock, Preferred Stock, Debt Securities, Warrants, Rights, Units

HEALTHCARE TRUST OF AMERICA HOLDINGS, LP

Debt Securities

Guarantees of Debt Securities of Healthcare Trust of America Holdings, LP

by Healthcare Trust of America, Inc.

Healthcare Trust of America, Inc. may offer and sell, from time to time, in one or more offerings, Class A common stock, preferred stock, debt securities, warrants, rights, and units consisting of two or more of these classes or series of securities.

Healthcare Trust of America Holdings, LP may offer and sell, from time to time, in one or more offerings, debt securities. These debt securities may be offered and sold separately, together or as units with other securities described in this prospectus. The debt securities of Healthcare Trust of America Holdings, LP may be fully and unconditionally guaranteed by Healthcare Trust of America, Inc., as described in this prospectus or a prospectus supplement.

The securities described in this prospectus may be sold in one or more offerings in amounts, at prices and on terms to be determined at the time of each offering thereof. Each time we offer securities using this prospectus, we will provide specific terms of the securities and the offering in one or more supplements to this prospectus. The prospectus supplements may also add to, update or change the information in this prospectus and will also describe the specific manner in which we will offer the securities. The securities may be offered and sold by us to or through one or more underwriters, broker-dealers or agents, or directly to purchasers on a continuous or delayed basis. See Plan of Distribution.

This prospectus may not be used by us to sell securities unless accompanied by a prospectus supplement. You should carefully read this prospectus and any accompanying prospectus supplement, including the information incorporated by reference, prior to investing in any of our securities.

Healthcare Trust of America, Inc. s Class A common stock, or the Class A common stock, is listed on the New York Stock Exchange, or the NYSE, under the symbol HTA. On December 20, 2012, the last reported sale price of the Class A common stock on the NYSE was $10.00 per share. We do not expect any of the other securities offered hereby to be listed on any securities exchange or over-the-counter market unless otherwise described in the applicable prospectus supplement.

Investing in our securities involves a high degree of risk. See the Risk Factors section on page 6 of this prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is December 21, 2012

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under the shelf registration process, we may, from time to time, sell Class A common stock, preferred stock, debt securities, warrants, rights, units or any combination of these securities in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell any securities under this prospectus, we will provide a prospectus supplement that will contain more specific information about the terms of that offering, including the specific amounts, prices and terms of the securities offered. Any prospectus supplement may include a discussion of risks or other special considerations applicable to us or the offered securities. Any prospectus supplement may also add to, update or change information contained in this prospectus. To the extent there is a conflict between the information contained in this prospectus, on the one hand, and the information contained in any prospectus supplement, on the other hand, you should rely on the information in the prospectus supplement.

You should read this prospectus, any prospectus supplement, any documents that we incorporate by reference in this prospectus and in any prospectus supplement, and the additional information described below under Where You Can Find Additional Information and Incorporation of Certain Information by Reference before making an investment decision. You may rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you may not rely on it. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information in this prospectus, any prospectus supplement or any documents we incorporate by reference herein or therein is accurate as of any date other than the date on the front of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

In this prospectus, (a) the terms Company, we, us, our and similar terms refer to Healthcare Trust of America, Inc., a Maryland corporation, and its subsidiaries on a consolidated basis, (b) the term HTA refers only to Healthcare Trust of America, Inc., (c) the term Partnership refers to Healthcare Trust of America Holdings, LP, a Delaware limited partnership and (d) the term registrants refers to Healthcare Trust of America, Inc. and Healthcare Trust of America Holdings, LP, collectively, in each case unless the context otherwise requires.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Therefore, we file annual, quarterly and current reports, proxy statements and other information with the SEC. You may inspect and copy reports, proxy statements and other information we file with the SEC at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. In addition, stockholders will receive annual reports containing audited financial statements with a report thereon by our independent certified public accountants, and quarterly reports containing unaudited summary financial information for each of the first three quarters of each fiscal year. This prospectus does not contain all information set forth in the Registration Statement and Exhibits thereto which we have filed with the SEC under the Securities Act of 1933, as amended, or the Securities Act, and to which reference is hereby made. We file information electronically with the SEC, and the SEC maintains a web site that contains reports, proxy and information statements and other information regarding registrants (including Healthcare Trust of America, Inc.) that file electronically with the SEC. The address of the SEC s web site is http://www.sec.gov.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and later information filed with the SEC will update and supersede this information. The documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act until the offering of securities under the registration statement of which this prospectus forms a part is terminated or completed comprise the incorporated documents:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the SEC on March 27, 2012;
- our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2012, June 30, 2012 and September 30, 2012 filed with the SEC on May 15, 2012, August 9, 2012 and November 9, 2012, respectively;
- our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2012;
- our Current Reports on Form 8-K or Form 8-K/A, as applicable, filed with the SEC on March 15, 2012, April 2, 2012 (two filings), May 8, 2012, May 18, 2012, June 12, 2012, June 19, 2012, July 10, 2012, July 19, 2012, July 20, 2012, July 25, 2012, August 2, 2012 (two filings), August 6, 2012, October 26, 2012, December 19, 2012 and December 21, 2012 (two filings); and
- the description of the Class A common stock contained in our Registration Statement on Form 8-A (File No. 001-35568) filed with the SEC on June 5, 2012.

It is specifically noted that any information that is deemed to be furnished, rather than filed, with the SEC is not incorporated by reference into this prospectus.