

HEALTHCARE TRUST OF AMERICA, INC.

Form 424B3

March 22, 2010

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**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-158418**

Maximum Offering of \$2,200,000,000

We are a self-managed Maryland corporation formed to invest in a diversified portfolio of medical office buildings and healthcare-related facilities. We qualified and elected to be taxed as a real estate investment trust, or REIT, for federal income tax purposes beginning with our taxable year ended December 31, 2007 and we intend to continue to be taxed as a REIT.

We commenced our initial public offering of shares of our common stock on September 20, 2006, which we refer to as our initial offering. As of March 12, 2010, we had raised gross offering proceeds of \$1,448,044,000 from approximately 39,000 stockholders pursuant to our initial offering, which terminated on March 19, 2010. As of March 12, 2010, we had made 55 geographically diverse acquisitions comprising 184 buildings with approximately 7.5 million square feet of gross leasable area in 21 states.

In this follow-on offering, we are offering to the public up to \$2,000,000,000 in shares of our common stock in our primary offering for \$10.00 per share and \$200,000,000 in shares of our common stock to be issued pursuant to our distribution reinvestment plan for \$9.50 per share during our primary offering. We reserve the right to reallocate the shares of common stock we are offering between the primary offering and the distribution reinvestment plan.

This investment involves a high degree of risk. You should purchase these securities only if you can afford the complete loss of your investment. See Risk Factors beginning on page 19 to read about risks you should consider before buying shares in our common stock. These risks include:

No public market exists for our shares. Our shares cannot be readily sold and there are significant restrictions on the ownership, transferability and redemption of our shares. If you are able to sell your shares, you would likely have to sell them at a substantial discount.

Continued volatility in the credit markets and real estate markets could have a material adverse effect on our results of operations, financial condition and ability to pay distributions to stockholders.

We have not identified the properties or other real estate related assets we plan to acquire with the proceeds from this offering. As a result, you will not be able to evaluate the economic merits of the investments we will make from the proceeds from this offering prior to purchasing shares.

Our success depends to a significant degree upon the continued contributions of certain key personnel, each of whom would be difficult to replace. If we were to lose the benefit of the experience, efforts and abilities of one or more of these individuals, our operating results could suffer.

The amount of distributions we may pay, if any, is uncertain. Due to the risks involved in the ownership of real estate, there is no guarantee of any return on your investment in us and you may lose money.

Under our charter, we are permitted to incur substantial debt, which could lead to an inability to pay distributions to our stockholders, or could decrease the value of your investment in the event that income on, or the value of, the property securing the debt falls.

We may be required to borrow money, sell assets or issue new securities for cash to pay our distributions.

Distributions payable to our stockholders may, without limitation, include a return of capital, which will lower your tax basis in our shares.

Our board of directors may change our investment policies without seeking stockholder approval.

If we do not remain qualified as a REIT, it would adversely affect our operations and our ability to make distributions to our stockholders.

Neither the Securities and Exchange Commission, the Attorney General of the State of New York nor any other state securities regulator has approved or disapproved of these securities, passed on or endorsed the merits of this offering or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. The use of projections or forecasts in this offering is prohibited. Any representation to the contrary and any predictions, written or oral, as to the cash benefits or tax consequences you will receive from an investment in shares of our common stock is prohibited.

	Price to Public*	Selling Commissions and Dealer Manager Fee	Net Proceeds (Before Expenses)
Primary Offering			
Per Share	\$ 10.00	\$ 1.00	\$ 9.00
Total Maximum	\$ 2,000,000,000	\$ 200,000,000	\$ 1,800,000,000
Distribution Reinvestment Plan			
Per Share	\$ 9.50	\$	\$ 9.50
Total Maximum	\$ 200,000,000	\$	\$ 200,000,000

* The selling commissions and all or a portion of the dealer manager fee will not be charged with regard to shares sold in our primary offering to or for the account of our directors and officers. Selling commissions will not be charged for shares sold in the primary offering to: (1) investors that have engaged the services of a registered investment advisor or other financial advisor paid on a fee-for-service basis by the investor; (2) retirement plans of participating broker-dealers; (3) broker-dealers in their individual capacities; (4) IRAs and qualified plans of participating broker-dealers registered representatives; or (5) any one of a participating broker-dealers registered representatives in their individual capacity. Selling commissions will be reduced in connection with sales of certain minimum numbers of shares. The reduction in these fees will be accompanied by a corresponding reduction in the per share purchase price. See Plan of Distribution.

Our shares will be offered to investors on a best efforts basis through Realty Capital Securities, LLC, the dealer manager for this offering. The minimum initial investment is \$1,000 (\$2,500 for Tennessee residents), except for purchases by our existing stockholders, which may be in lesser amounts. We will sell shares until the earlier of March 19, 2012, two years from this date of the prospectus, unless extended. If we extend beyond March 19, 2012, we will supplement the prospectus accordingly.

The date of this prospectus is March 19, 2010.

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SUITABILITY STANDARDS

The shares we are offering are suitable only as a long-term investment for persons of adequate financial means. There currently is no public market for our shares. Therefore, it likely will be difficult for you to sell your shares and, if you are able to sell your shares, it is likely you would sell them at a substantial discount. You should not buy these shares if you need to sell them immediately, will need to sell them quickly in the future or cannot bear the loss of your entire investment.

In consideration of these factors, we have established suitability standards for all stockholders, including subsequent transferees. These suitability standards require that investors have either:

a net worth of at least \$250,000; or

an annual gross income of at least \$70,000 and a net worth of at least \$70,000.

For purposes of determining suitability of an investor, in all cases net worth and liquid net worth should be calculated excluding the value of an investor's home, home furnishings and automobiles.

Some states have established suitability standards different from those we have established. Shares will be sold only to investors in these states who meet the special suitability standards set forth below.

Alabama Investors must represent that their liquid net worth equals at least 10 times their investment in this program and other similar programs and that they meet the above suitability standards.

California Investors must have either: (i) a net worth of least \$250,000; or (ii) an annual gross income of at least \$85,000 and a net worth of at least \$150,000. An investor's investment in our common stock may not exceed 10.0% of that investor's net worth. Additionally, the exemption for secondary trading under California Corporation Code Section 25104(h) will not be available to investors, although other exemptions may be available to cover private sales by the *bona fide* owner of shares for his or her or its own account without advertising and without being effected through a broker dealer in a public offering.

Iowa Investors must have either: (i) a net worth of least \$350,000; or (ii) an annual gross income of at least \$70,000 and a net worth of at least \$100,000.

Kansas It is recommended by the Office of the Kansas Securities Commissioner that Kansas investors not invest, in the aggregate, more than 10% of their liquid net worth in this and similar direct participation investments. Liquid net worth is defined as that portion of net worth which consists of cash, cash equivalents and readily marketable securities.

Kentucky, Michigan and Tennessee An investor's investment in our common stock may not exceed 10.0% of that investor's liquid net worth.

Oregon An investor's investment in us and our affiliates may not exceed 10.0% of that investor's liquid net worth.

Pennsylvania An investor's investment in our common stock may not exceed 10.0% of that investor's net worth.

In the case of sales to fiduciary accounts (such as an individual retirement account, or IRA, Keogh Plan, or pension or profit sharing plan), these suitability standards must be met by the beneficiary, the fiduciary account or by the person who directly or indirectly supplied the funds for the purchase of the shares if that person is the fiduciary. In the case of gifts to minors, the suitability standards must be met by the custodian account or by the donor.

These suitability standards are intended to help ensure that, given the long-term nature of an investment in our shares, our investment objectives and the relative illiquidity of our shares, our shares are an appropriate investment for those of you who become stockholders. Each participating broker-dealer must make every reasonable effort to determine that the purchase of shares is a suitable and appropriate investment for each stockholder based on information provided by the stockholder in the subscription agreement or otherwise.

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Each participating broker-dealer is required to maintain records of the information used to determine that an investment in shares is suitable and appropriate for each stockholder for a period of six years. Our subscription agreement requires you to represent that you meet the applicable suitability standards. We will not sell any shares to you unless you are able to make these representations.

The minimum initial investment is 100 shares (\$1,000) (\$2,500 for Tennessee residents), except for purchases by our existing stockholders, which may be in lesser amounts. In order to satisfy the minimum purchase requirements for retirement plans, unless otherwise prohibited by state law, a husband and wife may jointly contribute funds from their separate IRAs, provided that each such contribution is made in increments of \$100. You should note that an investment in shares of our common stock will not, in itself, create a retirement plan and that, in order to create a retirement plan, you must comply with all applicable provisions of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code.

RESTRICTIONS IMPOSED BY THE PATRIOT AND RELATED ACTS

The shares we are offering may not be offered, sold, transferred or delivered, directly or indirectly, to any unacceptable investor. Unacceptable investor means any person who is a:

person or entity who is a designated national, specially designated national, specially designated terrorist, specially designated global terrorist, foreign terrorist organization or blocked person within the definitions set forth in the Foreign Assets Control Regulations of the U.S. Treasury Department;

person acting on behalf of, or any entity owned or controlled by, any government against whom the U.S. maintains economic sanctions or embargoes under the Regulations of the U.S. Treasury Department;

person or entity who is within the scope of Executive Order 13224-Blocking Property and Prohibiting Transactions with Persons who Commit, Threaten to Commit, or Support Terrorism, effective September 24, 2001;

person or entity subject to additional restrictions imposed by the following statutes or regulations and executive orders issued thereunder: the Trading with the Enemy Act, the Iraq Sanctions Act, the National Emergencies Act, the Antiterrorism and Effective Death Penalty Act of 1996, the International Emergency Economic Powers Act, the United Nations Participation Act, the International Security and Development Cooperation Act, the Nuclear Proliferation Prevention Act of 1994, the Foreign Narcotics Kingpin Designation Act, the Iran and Libya Sanctions Act of 1996, the Cuban Democracy Act, the Cuban Liberty and Democratic Solidarity Act and the Foreign Operations, Export Financing and Related Programs Appropriations Act or any other law of similar import as to any non-U.S. country, as each such act or law has been or may be amended, adjusted, modified or reviewed from time to time; or

person or entity designated or blocked, associated or involved in terrorism, or subject to restrictions under laws, regulations or executive orders as may apply in the future similar to those set forth above.

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QUESTIONS AND ANSWERS ABOUT THIS OFFERING

Set forth below are some of the more frequently asked questions and answers relating to our structure, our management, our business and an offering of this type.

Q: What is Healthcare Trust of America, Inc.?

A: We are an existing and active, self-managed real estate investment trust, or REIT. We own a diversified portfolio of medical office buildings and healthcare-related facilities. As of March 12, 2010 we had made 55 geographically diverse acquisitions for a total purchase price of approximately \$1.49 billion. We were formed as a Maryland corporation on April 20, 2006. We commenced our initial public offering of shares of our common stock on September 20, 2006, which we refer to as our initial offering. Our initial offering terminated on March 19, 2010. As of March 12, 2010, we had received and accepted subscriptions for 144,959,351 shares of our common stock, or approximately \$1,448,044,000 from approximately 39,000 stockholders pursuant to our initial offering. We will continue to invest in a diversified portfolio of medical office buildings and healthcare-related facilities with the proceeds from our initial offering and this follow-on offering.

Q: Are you self-managed and what does that mean?

A: Yes, we are a self-managed company. Self-management is a corporate model based on internal management rather than external management. In general, non-traded REITs are externally managed. With external management, a REIT is dependent upon an external advisor. An externally-managed REIT typically pays significant acquisition fees, asset management fees, property management fees and other fees to its advisor. In contrast, under self-management, we are managed internally by our management team led by Scott D. Peters, our Chairman of the Board, Chief Executive Officer and President, as well as our experienced board of directors. With a self-managed REIT, outside fees to third parties are substantially reduced and performance-driven.

Q: Why did you decide to become self-managed?

A: We decided to become self-managed for several reasons:

Management Team. In July 2008, Mr. Peters assumed the positions of President and Chief Executive Officer of our company on a full-time and exclusive basis. This was the first major step toward self-management. We have assembled a highly qualified and experienced management team which is focused on efficiency and performance to increase stockholder value. Our internal management team includes (1) Mr. Peters, our President and Chief Executive Officer, (2) Kellie S. Pruitt, our Chief Accounting Officer, Treasurer and Secretary, (3) Mark Engstrom, our Executive Vice President - Acquisitions, (4) Amanda Houghton, our Senior Vice President - Asset Management and Finance, and (5) Katherine E. Black, our Controller. We believe that our management team has the experience and expertise to efficiently and effectively operate our company.

Governance. An integral part of self-management is our experienced board of directors. Our board of directors spent a substantial amount of time overseeing our transition to self-management and continues to provide significant assistance to us as a self-managed company. We believe that our board of directors provides effective ongoing governance for our company and that our governance and management framework is one of our key strengths.

Significantly Reduced Cost. From inception through December 31, 2009, we incurred as a result of having been externally advised approximately \$39,217,000 in acquisition fees; approximately \$11,550,000 in asset management fees; approximately \$5,252,000 in property management fees; and approximately \$3,168,000 in leasing fees. We expect third party expenses associated with on-site property management and third party acquisition expenses, including legal fees, due diligence fees and closing costs, to remain approximately the same as under external management, relative to the amount of acquisitions completed. We believe that the total cost of self-management will be substantially less than the cost of external management. While our board of directors, including a majority of our independent directors, previously determined that the fees to our former advisor were competitive and

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commercially reasonable to us and on terms and conditions not less favorable to us than those available from other sponsors of non-traded REITs based on circumstances at that time, we now believe that by having our own employees manage our operations and retain third party service providers, we will significantly reduce our cost structure.

No Internalization Fees. Unlike many other non-listed REITs that internalize or pay to acquire various management functions and personnel, such as advisory and asset management services, from their sponsor or advisor prior to listing on a national securities exchange for substantial fees, we will not be required to pay such fees under self-management. We believe that by not paying such fees, as well as operating more cost-effectively under self-management, we will save a substantial amount of money. To the extent that our management and board of directors determine that utilizing third party service providers for certain services is more cost-effective than conducting such services internally, we will pay for these services based on negotiated terms and conditions consistent with the current marketplace for such services on an as-needed basis.

Funding of Self-Management. We believe that the cost of self-management will be substantially less than the cost of external management. The initial step in becoming self-managed was amending the advisory agreement on November 14, 2008, which reduced acquisition fees from 3% to 2.5% of the purchase price (with further tiered adjustments based on gross acquisition value to accomplish an average acquisition fee of 2.25%) and reduced asset management fees from 1% to 0.5% of average invested assets. Upon expiration of the advisory agreement, we no longer pay asset management fees and we did not have to pay an internalization fee. Acquisition fees will not be recurring, except for any remaining acquisition fees to our former advisor for assets acquired with those remaining funds raised in our initial offering by our former dealer manager. In the third quarter of 2009, we became fully self-managed and also transitioned our property management services to nationally recognized property management groups for market-based fees. The reduced acquisition and asset management fees along with the savings from market-based property management fees in the third and fourth quarters of 2009 resulted in a total gross savings of approximately \$10,812,000 in 2009. The cost of self-management during 2009 was approximately \$5,000,000, excluding one-time, nonrecurring transition costs of \$1,973,000, resulting in net savings of approximately \$3,839,000. Therefore, the additional costs related to the transition to self-management was effectively funded by the cost savings in 2009. We anticipate that we will achieve substantial cost savings in the future as a result of reduced and/or eliminated acquisition fees, disposition fees, asset management fees, internalization fees and other outside fees.

Dedicated Management and Increased Accountability. Under self-management, our officers and employees work directly for our company and are not associated with any outside advisor or other third party service providers. Our management team has direct oversight of our employees, independent consultants and third party service providers. We believe that these direct reporting relationships, along with our performance-based compensation programs and ongoing oversight by our management team, create an environment for and will achieve increased accountability, productivity and efficiency.

Elimination/Reduction of Conflicts of Interest. We believe that self-management works to remove and reduce inherent conflicts of interest that necessarily exist between an externally advised REIT and its advisor. The elimination or reduction of these inherent conflicts of interest is one of the major reasons that we elected to proceed with self-management.

Q: What is the role of your President and Chief Executive Officer?

A: Scott D. Peters, our Chairman of the Board, Chief Executive Officer and President, was instrumental in the creation, development and implementation of our company and its investment and asset management strategies, including the development of our demographic-based investment approach. Mr. Peters has managed the

acquisition of our real estate portfolio and will continue to play a vital role in the growth and success of our company. Mr. Peters manages our day-to-day operations, is directly involved in our asset management and implements our investment strategy.

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Q: What is the experience of your board of directors?

A: Our board of directors has diverse and extensive knowledge and expertise in the real estate and healthcare industries. This knowledge and experience includes acquiring, financing, developing, constructing, leasing, managing and disposing of both institutional and non-institutional commercial real estate. In addition, our board of directors has extensive and broad legal, auditing and accounting experience. Our board of directors has numerous years of hands-on and executive commercial real estate experience drawn from a wide range of disciplines. Our board of directors has experienced a number of economic cycles, up and down. Such experience provides us with the capacity to understand and proactively address market changes, and to develop thoughtful investment strategies consistent with our investment objectives.

On an individual basis:

Our Chairman, Scott D. Peters, has 20 years of experience in managing publicly traded real estate investment trusts and brings insight into all aspects of our business due to both his current role and his history with the company. His comprehensive experience and extensive knowledge and understanding of the healthcare and real estate industries has been instrumental in the creation, development and launching of our company, as well as our current investment strategy.

W. Bradley Blair, II provides broad real estate and legal experience, having served a variety of companies in advisory, executive and/or director roles for over 35 years, including over 10 years as CEO, president and Chairman of the board of directors of a publicly traded REIT. He also operates a consulting practice which focuses on real estate acquisitions and finance. His diverse background in other business disciplines, coupled with his deep understanding and knowledge of real estate, contributes to the quality guidance and oversight he brings to our board of directors.

Maurice J. DeWald, based on his 30 year career with the international accounting and auditing firm of KPMG LLP, offers substantial expertise in accounting and finance. Mr. DeWald also has over 15 years of experience as a director of a number of companies in the healthcare, financial, banking and manufacturing sectors.

Warren D. Fix offers financial and management expertise, with particular industry knowledge in real estate, hospitality, agriculture and financial services. He has served in various executive and/or director roles in a number of public and private companies in the real estate, financial and technology sectors, for over 40 years.

Larry L. Mathis brings extensive experience in the healthcare industry, having held numerous leadership positions in organizations charged with planning and directing the future of healthcare delivery in the United States for over 35 years, including serving as Chairman of the National Advisory Council on Health Care Technology Assessment and as a member of the Medicare Prospective Payment Assessment Commission. He is the founding president and CEO of The Methodist Hospital System in Houston, Texas, and has served as an executive consultant in the healthcare sector for over ten years.

Gary T. Wescombe provides expertise in accounting, real estate investments and financing strategies, having served a number of companies in various executive and/or director roles for over 40 years in both the real estate and non-profit sectors, including almost 30 years as a partner with Ernst & Young, LLP. He currently manages and develops real estate operating properties as a principal of a real estate company.

For more information regarding our directors, see Management Directors and Executive Officers.

Q: Have you engaged any outside service providers?

A: Yes, we have entered into agreements with third party service providers for various services, including property management, dealer manager and investor services. We may also enter into additional service agreements with third party service providers on an as-needed basis, subject to market rates and performance standards for various services, including, without limitation, consulting, taxes and acquisition

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services. We customize our agreements with third party service providers to ensure that we retain effective oversight, input and control over all major decisions. All such third party services will be closely monitored on an on-going basis by our management team.

Q: Who serves as your dealer manager for this offering?

A: Realty Capital Securities, LLC, or RCS, serves as our exclusive dealer manager for this offering.

Q: Why did you change your name to Healthcare Trust of America, Inc.?

A: We changed our name from Grubb & Ellis Healthcare REIT, Inc. to Healthcare Trust of America, Inc. on August 24, 2009. We did this in connection with our transition to self-management and to reflect that we are no longer externally advised or externally sponsored.

Q: Do you currently own any properties or other real estate related assets?

A: As of March 12, 2010 we had made 55 geographically diverse acquisitions, 44 of which are medical office properties, 6 of which are healthcare-related facilities, 3 of which are quality commercial office properties, and 2 of which are other real estate-related assets, comprising 184 buildings with approximately 7.5 million square feet of gross leasable area, or GLA, for an aggregate purchase price of approximately \$1.49 billion, in 21 states.

As of December 31, 2009, the average occupancy of the consolidated properties was approximately 91%. See Investments on page 65 of this prospectus for a more detailed discussion of our real estate assets as of March 12, 2010.

The following table lists our properties as of March 12, 2010.

Property Location	GLA (Sq Ft)	% of GLA	Ownership Percentage	Date Acquired	Purchase Price	Annual Rent(1)	% Total of Annual Rent	Occupancy(2)
Indianapolis, IN	97,000	1.3%	100%	1/22/2007	\$ 14,800,000	\$ 1,081,000	0.8%	73.4%
Crawfordsville, IN	29,000	0.4	100	1/22/2007	6,900,000	592,000	0.4	100.0
St. Paul, MN	106,000	1.4	100	3/9/2007	8,800,000	1,177,000	0.9	73.6
Memphis, TN	98,000	1.3	100	3/23/2007	18,500,000	2,220,000	1.7	100.0

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Office									
ding									
V									
Office	Naples, FL	55,000	0.7	100	4/24/2007	14,100,000	1,160,000	0.9	100.0
Center									
erag	Fayetteville and								
Center	Peachtree City, GA	108,000	1.4	100	5/2/2007	21,500,000	1,945,000	1.5	60.3
ird									
plaza	Glendale, AZ	110,000	1.5	100	5/15/2007	25,000,000	1,965,000	1.5	72.6
t and									
t	Houston and Sugar								
	Land, TX	151,000	2.0	100	6/8/2007	36,500,000	2,990,000	2.3	100.0
nal									
arket	Lawrenceville, GA	60,000	0.8	100	7/27/2007	9,300,000	889,000	0.7	59.4
	Columbus, OH	116,000	1.5	100	8/15/2007	21,900,000	1,516,000	1.1	86.1
Office									
	Kokomo, IN	87,000	1.2	100	8/30/2007	13,350,000	1,369,000	1.0	100.0
s									
rore	Long Beach, CA	67,000	0.9	100	9/5/2007	13,800,000	1,101,000	0.8	67.0
da	Valley Forge, PA	109,000	1.4	100	9/10/2007	26,700,000	2,776,000	2.1	100.0
Folio									
	Jacksonville,								
	Winter Park and								
	Sunrise, FL	355,000	4.7	100	9/28/2007	52,000,000	4,303,000	3.3	100.0
dow									
Center	Roswell, GA	51,000	0.7	100	11/15/2007	11,850,000	1,261,000	1.0	98.6
Office									
	Tucson, AZ	110,000	1.5	100	11/20/2007	21,050,000	1,619,000	1.2	69.0
ical									
	Lima, OH	203,000	2.7	100	12/7/2007	26,060,000	2,120,000	1.6	81.1
ical									
	Highlands Ranch,								
	CO	79,000	1.0	100	12/19/2007	14,500,000	1,621,000	1.2	86.2
ld									
ition									
	Chesterfield, MO	112,000	1.5	80	12/19/2007	36,440,000	3,082,000	2.3	100.0
e									
rk	Dayton, OH	133,000	1.8	100	12/20/2007	16,200,000	1,864,000	1.4	80.8

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Overland, KS and Largo, Brandon and Lakeland, FL	163,000	2.2	100	2/1/2008	36,950,000	3,391,000	2.6	91.3
St. Paul, MN	50,000	0.7	100	3/6/2008	8,650,000	633,000	0.5	78.6
Liberty Township, OH	44,000	0.6	100	3/19/2008	8,150,000	637,000	0.5	91.5
Indianapolis, IN	34,000	0.5	100	3/24/2008	5,850,000	471,000	0.4	95.2

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