

HEALTHCARE TRUST OF AMERICA, INC.

Form 424B5

January 27, 2016

[Table of Contents](#)

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, \$0.01 par value | \$300,000,000 | \$30,210 |

- (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 February 27, 2015 (File No. 333-202388) (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.

Table of Contents

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-202388**

PROSPECTUS SUPPLEMENT

(To Prospectus Dated February 27, 2015)

\$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, BMO Capital Markets Corp., Jefferies LLC and J.P. Morgan Securities LLC (each a sales agent and together the sales agents). These sales, if any, will be made pursuant to the terms of an equity distribution agreement between us and the sales agents.

Our Class A Shares are listed on the New York Stock Exchange, or the NYSE, under the symbol HTA. On January 26, 2016, the last reported sales price of our Class A Shares on the NYSE was \$27.90 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, or the Securities Act, 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 agents will make all sales on a best efforts basis using their commercially reasonable efforts consistent with their normal trading and sales practices, on mutually agreed terms between the sales agents and us.

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

The compensation to the sales agents for sales of Class A Shares will be 1.5% of the gross sales price of all Class A Shares sold through the sales agents 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 agents may be deemed to be underwriters within the meaning of the Securities Act and the compensation of the sales agents may be deemed to be underwriting commissions or discounts. We have agreed to provide indemnification and contribution to the sales agents 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-4 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

BMO Capital Markets

Jefferies

J.P. Morgan

The date of this prospectus supplement is January 27, 2016.

Table of Contents

TABLE OF CONTENTS
PROSPECTUS SUPPLEMENT

| | Page |
|---|-------------|
| <u>Cautionary Note Regarding Forward-Looking Statements</u> | S-1 |
| <u>Summary</u> | S-3 |
| <u>Risk Factors</u> | S-4 |
| <u>Use of Proceeds</u> | S-6 |
| <u>Additional Material U.S. Federal Income Tax Considerations</u> | S-7 |
| <u>Plan of Distribution</u> | S-11 |
| <u>Where You Can Find More Information and Incorporation By Reference</u> | S-12 |
| <u>Legal Matters</u> | S-13 |
| <u>Experts</u> | S-13 |

PROSPECTUS

| | Page |
|---|-------------|
| <u>About this Prospectus</u> | 1 |
| <u>Where You Can Find Additional Information</u> | 1 |
| <u>Incorporation of Certain Information By Reference</u> | 2 |
| <u>Cautionary Note Regarding Forward-Looking Statements</u> | 3 |
| <u>About the Registrants.</u> | 5 |
| <u>Risk Factors</u> | 6 |
| <u>Ratio of Earnings to Fixed Charges and Preferred Stock Dividends</u> | 6 |
| <u>Use of Proceeds</u> | 7 |
| <u>Description of Healthcare Trust of America, Inc. Capital Stock</u> | 8 |
| <u>Description of Debt Securities</u> | 12 |
| <u>Description of Healthcare Trust of America, Inc. Warrants</u> | 20 |
| <u>Description of Healthcare Trust of America, Inc. Rights</u> | 24 |
| <u>Description of Units</u> | 25 |
| <u>Certain Provisions of Maryland Law and of the Healthcare Trust of America, Inc. Charter and Bylaws</u> | 26 |
| <u>Material U.S. Federal Income Tax Considerations</u> | 33 |
| <u>Plan of Distribution</u> | 52 |
| <u>Legal Matters</u> | 56 |
| <u>Experts</u> | 56 |

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.

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 agents have 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.

Table of Contents

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 as expect, project, may, should, could, would, intend, plan, anticipate, estimate, believe, continue, opinion, predict, potential, pro forma, or similar 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;

changes in interest rates;

the availability of capital and financing;

restrictive covenants in our existing credit facilities;

changes in our credit ratings;

our ability to remain qualified as a REIT;

changes in accounting principles generally accepted in the United States of America, policies and guidelines applicable to REITs;

delays in liquidating defaulted mortgage loan investments; 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, 2014 and Quarterly Reports on Form 10-Q for the periods ended March 31, 2015, June 30, 2015 and September 30, 2015 under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations.

Table of Contents

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, you 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.

Table of Contents

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 conduct substantially all of our operations through Healthcare Trust of America Holdings, LP, our direct subsidiary, or the Partnership. As of September 30, 2015, we owned a 98.5% interest in the Partnership. 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. Since our formation in 2006, we have built a portfolio of properties that as of September 30, 2015 totaled approximately \$3.6 billion based on purchase price and was comprised of approximately 15.3 million square feet of gross leasable area located in 28 states.

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, BMO Capital Markets Corp., Jefferies LLC and J.P. Morgan Securities LLC, as sales agents, 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 Class A Shares pursuant to this prospectus supplement for general corporate purposes, including, without limitation, working capital, funding a portion of our |

pending real estate acquisitions 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 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. 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-4 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.

Table of Contents

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 and the Partnership's most recent Annual Report on Form 10-K and under Item 1A of Part II of our and the Partnership's most recent 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;

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.

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 dividends, 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 dividends that we pay with respect to our Class A Shares.

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

All dividends 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 dividends in the future or may need to fund such dividends 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 dividends likely would adversely affect the market price of our Class A Shares.

Table of Contents

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 dividend distribution rate. Higher interest rates would not, however, result in more funds being available for dividends and, in fact, would likely increase our borrowing costs and might decrease our funds available for dividends. We therefore may not be able, or we may not choose, to provide a higher dividend distribution rate. 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.

Table of Contents

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, without limitation, working capital, funding a portion of our pending real estate acquisitions and repayment of debt. Pending such uses, we anticipate that we will invest the net proceeds in interest-bearing securities in a manner consistent with maintaining our qualification as a REIT.

As of September 30, 2015, we had \$476.0 million outstanding under our \$1,150.0 million senior unsecured revolving credit and term loan facility, comprised of \$300.0 million outstanding under the \$300.0 million term loan and \$176.0 million outstanding under the \$850.0 million revolving credit facility. Our unsecured revolving credit facility matures on January 31, 2020 and our unsecured term loan matures on January 31, 2019. The unsecured term loan includes a one-year extension at our option, subject to certain conditions. The borrowings under the senior unsecured revolving credit and term loan facility were used for working capital needs and general corporate purposes, including acquisitions and repayment of debt. Borrowings under the \$300.0 million unsecured term loan accrue interest equal to adjusted LIBOR plus a margin ranging from 0.90% to 1.80% per annum based on our and the Partnership's credit ratings. The margin associated with our borrowings as of September 30, 2015 was 1.15%. Borrowings under the \$850.0 million unsecured revolving credit facility accrue interest equal to adjusted LIBOR plus a margin ranging from 0.875% to 1.55% per annum based on our and the Partnership's credit ratings. We also pay a facility fee ranging from 0.125% to 0.3% per annum on the aggregate commitments under the unsecured revolving credit facility. As of September 30, 2015, the margin associated with our borrowings was 1.05% per annum and the facility fee was 0.20% per annum.

Table of Contents

ADDITIONAL MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain additional material U.S. 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.

Taxation of Our Company

As discussed in the accompanying prospectus under Material U.S. Federal Income Tax Considerations - Taxation of Our Company and Material U.S. Federal Income Tax Considerations - Investments in TRSs, even if we qualify for taxation as a REIT, we will be subject to U.S. federal income tax in certain circumstances. Among those circumstances, we will be subject to a 100% tax on the amounts of any rents from real property, deductions, or excess interest received from a taxable REIT subsidiary, or a TRS, that would be reduced under the Internal Revenue Code of 1986, as amended, or the Code, in order to clearly reflect the income of the TRS or to the extent that such interest payments are in excess of a rate that is commercially reasonable. Pursuant to the Protecting Americans from Tax Hikes Act of 2015, which was signed into law on December 18, 2015, or the Act, and effective for taxable years beginning after December 31, 2015, we will also be subject to a 100% tax on certain income (net of certain deductions) imputed to a TRS, as a result of redetermining or reallocating income among related or commonly controlled entities.

Qualification as a REIT

Income Tests

Gain from the Sale of Real Estate Assets. As discussed in the accompanying prospectus under Material U.S. Federal Income Tax Considerations - Qualification as a REIT - Income Tests, we must satisfy two gross income requirements annually to maintain our qualification as a REIT. Qualifying income for purposes of the 95% gross income test described therein generally includes the items identified in the second bullet point under Income Tests; however, effective for taxable years beginning after December 31, 2015, gain from the sale of real estate assets also includes gain from the sale of a debt instrument issued by a publicly offered REIT (i.e., a REIT that is required to file annual and periodic reports with the SEC under the Exchange Act) even if not secured by real property or an interest in real property. However, for purposes of the 75% income test, gain from the sale of a debt instrument issued by a publicly offered REIT would not be treated as qualifying income to the extent such debt instrument would not be a real estate asset but for the inclusion of debt instruments of publicly offered REITs in the meaning of real estate assets effective for taxable years beginning after December 31, 2015, as described below under Asset Tests - Qualifying Assets.

Investments in Certain Debt Instruments. As discussed in the accompanying prospectus under Material U.S. Federal Income Tax Considerations - Investments in Certain Debt Instruments, interest income generally constitutes qualifying mortgage interest for purposes of the 75% gross income test to the extent that the obligation upon which such interest is paid is secured by a mortgage on real property. Except as provided in the following sentence, if we receive interest income with respect to a mortgage loan that is secured by both real and other property, and the highest principal amount of the loan outstanding during a taxable year exceeds the fair market value of the real property on the date that we committed to acquire the loan, or agreed to modify the loan in a manner that is treated as an acquisition of a new loan for U.S. federal income tax purposes, the interest income will be apportioned between the real property and the other collateral, and our income from the arrangement will qualify for purposes of the 75% gross income requirement only to the extent that the interest is allocable to the real property. For taxable years beginning after December 31, 2015, in the case of mortgage loans secured by both real and personal property, if the fair market value of such personal property does not exceed 15% of the total fair market value of all property securing the loan, then the

personal property securing the loan will be treated as real property for purposes of determining whether the mortgage is qualifying under the 75% asset requirement and interest income that qualifies for purposes of the 75% gross income requirement.

Hedging Transactions. The discussion in the accompanying prospectus under Material U.S. Federal Income Tax Considerations - Qualification as a REIT - Income Tests - Hedging transactions is replaced in its entirety with the following:

We may enter into hedging transactions with respect to one or more of our assets or liabilities. Hedging transactions could take a variety of forms, including interest rate swaps or cap agreements, options, futures contracts, forward rate agreements or similar financial instruments. Except to the extent as may be provided by future Treasury Regulations, any income from a hedging transaction which is clearly identified as such before the close of the day on which it was acquired, originated or entered into, including gain from the disposition or termination of such a transaction, will not constitute gross income for purposes of the 95% and 75% gross income tests, provided that the hedging transaction is entered into (i) in the normal course of our business primarily to manage risk of interest rate or price changes or currency fluctuations with respect to indebtedness incurred or to be incurred by us to acquire or carry real estate assets or (ii) primarily to manage the risk of currency fluctuations with respect to any item of income or gain that would be qualifying income under the 75% or 95% income tests (or any property which generates such income or gain).

Effective for taxable years beginning after December 31, 2015, if we have entered into a qualifying hedge described above with respect to certain indebtedness or property, or the Original Hedge, and a portion of the hedged indebtedness is extinguished or property hedged is disposed of and in connection with such extinguishment or disposition we enter into one or more clearly identified hedging transactions that would, in general, hedge the Original Hedge, or the Counteracting Hedge, income from the applicable Original Hedge and income from the Counteracting Hedge (including gain from the disposition of the Original Hedge or the Counteracting Hedge) will not be treated as gross income for purposes of the 95% and 75% gross income tests to the extent that the Counteracting Hedge hedges the Original Hedge.

Table of Contents

To the extent we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both the 75% and 95% gross income tests. We intend to structure and monitor our hedging transactions so that such transactions do not jeopardize our ability to qualify as a REIT.

Asset Tests

Qualifying Assets. As discussed in the accompanying prospectus under *Material U.S. Federal Income Tax Considerations - Qualification as a REIT - Asset Tests*, to maintain our qualification as a REIT, we also must satisfy several asset tests at the end of each quarter of each taxable year. Under the first test described in the prospectus, at least 75% of the value of our total assets must consist of the qualifying assets described in the prospectus. In addition to those items described in the prospectus, pursuant to the Act, effective for taxable years beginning after December 31, 2015, qualifying assets for purposes of the 75% assets test includes: (i) personal property leased in connection with real property to the extent that rents attributable to such personal property are treated as rents from real property for purposes of the 75% gross income test and (ii) debt instruments issued by publicly offered REITs. However, the Act further provides an additional test, effective for taxable years after December 31, 2015, under which not more than 25% of the value of our total assets may be represented by debt instruments issued by publicly offered REITs to the extent those debt instruments would not be real estate assets but for the inclusion of debt instruments of publicly offered REITs in the meaning of real estate assets effective for taxable years beginning after December 31, 2015, as described above.

Securities of TRSs. In addition, the fourth test described in the accompanying prospectus under *Material U.S. Federal Income Tax Considerations - Qualification as a REIT - Asset Tests*, that securities of TRSs cannot represent more than 25% of our total assets has been modified by the Act such that, for taxable years beginning after December 31, 2017, securities of TRSs cannot represent more than 20% of our total assets.

Annual Distribution Requirements

Preferential Dividends. The accompanying prospectus discusses our distribution requirements under the caption *Material U.S. Federal Income Tax Considerations - Qualification as a REIT - Annual Distribution Requirements*. The prohibition against preferential dividends described in that section is applicable for distributions in taxable years beginning on or before December 31, 2014. For all subsequent taxable years, so long as we continue to be a publicly offered REIT, the preferential dividend rule will not apply.

Taxation of U.S. Stockholders

Distributions. The accompanying prospectus discusses the taxation of U.S. stockholders on distributions with respect to qualified dividend income and capital gain dividends under the caption *Material U.S. Federal Income Tax Considerations - Taxation of U.S. Stockholders - Distributions*. In addition to the discussion contained therein, effective for distributions in taxable years beginning after December 31, 2015, the aggregate amount of dividends that we may designate as capital gain dividends or qualified dividend income with respect to any taxable year may not exceed the dividends paid by us with respect to such year, including dividends that are paid in the following year that are treated as paid with respect to such year.

Taxation of Non-U.S. Stockholders

Distributions

FIRPTA Ownership Exemptions. The accompanying prospectus discusses the Foreign Investment in Real Property Tax Act of 1980, or FIRPTA, exemption with respect to non-U.S. stockholders that own no more than 5% of our Class A common stock during the specified period on distributions attributable to gain from sales or exchanges by us of United States real property interests under the caption Material U.S. Federal Income Tax Considerations - Taxation of Non-U.S. Stockholders - Distributions. This FIRPTA exemption limit on distributions on publicly-traded REIT stock has been increased from ownership of more than 5% of such stock to ownership of more than 10% of such stock for distributions on or after December 18, 2015. In addition, the accompanying prospectus notes that we may be required to withhold 10% of any distribution that exceeds our current and accumulated earnings and profits. This 10% withholding requirement was increased to 15% under the Act for distributions after February 16, 2016. Consequently, although we intend to withhold at a rate of 30% on the entire amount of any relevant distribution, to the extent we do not do so, we may withhold at a rate of 15% on any portion of a distribution not subject to withholding at a rate of 30%.

Distributions to Qualified Shareholders. In addition, the discussion in the accompanying prospectus is further supplemented by inserting the paragraphs below at the end of the subsection with the heading Material U.S. Federal Income Tax Considerations - Taxation of Non-U.S. Stockholders - Distributions.

Distributions to Qualified Shareholders. Subject to the exception discussed below, for purposes of any distribution on or after December 18, 2015 to a qualified shareholder who holds REIT stock directly (or indirectly through one or more partnerships), such REIT stock will not be treated as a United States real property interest and, thus, such distribution should not be subject to special rules under FIRPTA. However, a qualified shareholder with one or more applicable investors (i.e., persons other than

Table of Contents

qualified shareholders who hold interests in the qualified shareholder (other than interests solely as a creditor), and hold (or are deemed to hold under attribution rules) more than 10% of the stock of such REIT (whether or not by reason of the investor's ownership in the qualified shareholder)), as well as such applicable investors, may be subject to FIRPTA rules.

A qualified shareholder is a foreign person that (i) either is eligible for the benefits of a comprehensive income tax treaty with the United States which includes an exchange of information program and whose principal class of interests is listed and regularly traded on one or more recognized stock exchanges (as defined in such comprehensive income tax treaty), or is a foreign partnership that is created or organized under foreign law as a limited partnership in a jurisdiction that has an agreement for the exchange of information with respect to taxes with the United States and has a class of limited partnership units that is regularly traded on the NYSE or NASDAQ markets representing greater than 50% of the value of all the partnership units, (ii) is a qualified collective investment vehicle (defined below), and (iii) maintains records on the identity of each person who, at any time during the foreign person's taxable year, is the direct owner of 5% or more of the class of interests or units (as applicable) described in (i), above.

A qualified collective investment vehicle is a foreign person that (i) would be eligible for a reduced rate of withholding with respect to ordinary dividends paid by a REIT under the comprehensive income tax treaty described above, even if such entity holds more than 10% of the stock of such REIT, (ii) is publicly traded, is treated as a partnership under the Code, is a withholding foreign partnership, and would be treated as a United States real property holding corporation during a specified period if it were a domestic corporation, or (iii) is designated as such by the Secretary of the Treasury and is either (a) fiscally transparent within the meaning of Section 894 of the Code, or (b) required to include dividends in its gross income, but is entitled to a deduction for distributions to its investors.

Qualified Foreign Pension Funds. With respect to any distribution after December 18, 2015 to a qualified foreign pension fund or an entity all of the interests of which are held by a qualified foreign pension fund who holds REIT stock directly (or indirectly through one or more partnerships), such distribution will not be subject to special rules under FIRPTA.

A qualified foreign pension fund is any trust, corporation, or other organization or arrangement (i) which is created or organized under the law of a country other than the United States, (ii) which is established to provide retirement or pension benefits to participants or beneficiaries that are current or former employees (or persons designated by such employees) of one or more employers in consideration for services rendered, (iii) which does not have a single participant or beneficiary with a right to more than 5% of its assets or income, (iv) which is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which it is established or operates, and (v) with respect to which, under the laws of the country in which it is established or operates, (A) contributions to such trust, corporation, organization or arrangement that would otherwise be subject to tax under such laws are deductible or excluded from the gross income of such entity or taxed at a reduced rate, or (B) taxation of any investment income of such trust, corporation, organization or arrangement is deferred or such income is taxed at a reduced rate.

The provisions of the Act relating to qualified shareholders, applicable investors, and qualified foreign pension funds are complex. Stockholders should consult their tax advisors with respect to the impact of the Act on them.

Dispositions

In addition, the discussion in the accompanying prospectus is further supplemented by inserting the paragraphs below at the end of the subsection with the heading **Material U.S. Federal Income Tax Considerations - Taxation of Non-U.S. Stockholders - Dispositions.**

Qualified Shareholders and Qualified Pension Funds. After December 18, 2015, a sale of our Class A common stock by:

a qualified shareholder without one or more applicable investors or

a qualified pension fund

who holds such Class A common stock directly (or indirectly through one or more partnerships) will not be subject to U.S. federal income taxation under FIRPTA. A qualified shareholder with one or more applicable investors may be subject to such rules.

The provisions of the Act relating to qualified shareholders, applicable investors and qualified foreign pension funds are complex. Stockholders should consult their tax advisors with respect to the impact of the Act on them.

FATCA Withholding

The discussion in the accompanying prospectus supplement under **Material U.S. Federal Income Tax Considerations - FATCA Withholding** is replaced in its entirety with the following:

Sections 1471 through 1474 of the Code and the Treasury regulations promulgated thereunder (commonly referred to as **FATCA**) generally impose a 30% withholding tax on U.S. source dividends and, beginning January 1, 2019, gross proceeds from the sale or other disposition of stock or property that is capable of producing U.S. source dividends paid to (i) a foreign financial institution (as defined in Section 1471(d)(4) of the Code) unless such foreign financial institution agrees, pursuant to an agreement with the U.S. Treasury Department or otherwise, to collect and disclose certain information regarding its direct and indirect U.S.

Table of Contents

owners (which, for this purpose, can include certain debt and equity holders of such foreign financial institution as well as the direct and indirect owners of financial accounts maintained by such institution) and satisfies certain other requirements, and (ii) certain other non-U.S. entities unless such entities provide the payor with information regarding certain direct and indirect U.S. owners of the entity, or certify that they have no such U.S. owners, and comply with certain other requirements. Withholding under FATCA is imposed on payments to foreign financial institutions and other applicable payees whether they receive such payments in the capacity of an intermediary or for their own account. Certain countries have entered into, and other countries are expected to enter into, agreements with the United States to facilitate the type of information reporting required under FATCA. While the existence of such agreements will not eliminate the risk that payments in respect of our Class A common stock will be subject to the withholding described above, these agreements are expected to reduce the risk of the withholding for investors in (or indirectly holding our Class A common stock through financial institutions in) those countries. Each non-U.S. stockholder and any U.S. stockholder holding our Class A common stock through a foreign financial institution is urged to consult its tax advisor about the possible impact of these rules on their investment in our Class A common stock, and the entities through which they hold our Class A common stock, including, without limitation, the process and deadlines for meeting the applicable requirements to prevent the imposition of this 30% withholding of tax under FATCA.

Table of Contents

PLAN OF DISTRIBUTION

Upon their acceptance of written instructions from us, Wells Fargo Securities, LLC, BMO Capital Markets Corp., Jefferies LLC and J.P. Morgan Securities LLC will use their commercially reasonable efforts consistent with their 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 the sales agents as to the amount of Class A Shares to be sold by them. We may instruct the sales agents 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 the sales agents may suspend the offering of our Class A Shares upon proper notice and subject to other conditions.

The sales agents 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 the sales agents in connection with such sales.

We will pay the sales agents commissions for their services in acting as agent and/or principal in the sale of our Class A Shares. The sales agents will be entitled to compensation in an amount equal to 1.5% of the gross sales price of all Class A Shares sold through the sales agents under the equity distribution agreement. We estimate that the total expenses for the offering, excluding compensation payable to the sales agents under the terms of the equity distribution agreement, will be approximately \$127,000.

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 the sales agents 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 the sales agents 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, the sales agents may be deemed to be underwriters within the meaning of the Securities Act, and the compensation of the sales agents may be deemed to be underwriting commissions or discounts. We have agreed to indemnify the sales agents against specified liabilities, including liabilities under the Securities Act, or to contribute to payments that the sales agents 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 the sales agents or us at anytime, and by the sales agents 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

Certain of the sales agents and their 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. These sales agents 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. JPMorgan Chase Bank, N.A., an affiliate

of J.P. Morgan Securities LLC, is an administrative agent and lender under our existing senior unsecured revolving credit and term loan facility. Affiliates of BMO Capital Markets Corp. serve as co-documentation agent and lender under our existing senior unsecured revolving credit and 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 facility. See Use of Proceeds.

In addition, in the ordinary course of its business activities, certain of the sales agents and their 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. Certain of the sales agents and their 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.

S-11

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION AND INCORPORATION BY REFERENCE

We and the Partnership 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 and the Partnership 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 the Partnership and us) 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, 2014 filed with the SEC on February 23, 2015;

our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2015;

our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2015, June 30, 2015 and September 30, 2015, filed with the SEC on May 6, 2015, July 30, 2015 and October 28, 2015, respectively;

our Current Reports on Form 8-K or Form 8-K/A, as applicable, filed with the SEC on February 17, 2015 (but only with respect to Item 8.01), April 30, 2015 (but only with respect to Item 5.02), May 5, 2015, July 8, 2015 (but only with respect to Item 5.07), August 13, 2015, October 2, 2015 and October 27, 2015;

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; and

all documents filed by us or the Partnership with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement (in each case, other than those documents or the portions of those documents deemed to be furnished and not filed in accordance with SEC rules).

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.

S-12

Table of Contents

LEGAL MATTERS

Certain legal matters in connection with the securities offered hereby will be passed upon for us by O Melveny & Myers LLP and Venable LLP. Certain legal matters in connection with this offering will be passed upon for the sales agents 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 the related consolidated financial statement schedules, incorporated in this prospectus supplement by reference from Healthcare Trust of America, Inc. s Annual Report on Form 10-K for the year ended December 31, 2014, and the effectiveness of Healthcare Trust of America, Inc. 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 consolidated 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.

The consolidated financial statements, and the related consolidated financial statement schedules, incorporated in this prospectus supplement by reference from Healthcare Trust of America Holdings, LP s Annual Report on Form 10-K for the year ended December 31, 2014, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements and financial statement schedules have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

Table of Contents

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 (the Class A common stock) is listed on the New York Stock Exchange (the NYSE) under the symbol HTA. On February 25, 2015, the last reported sale price of the Class A common stock on the NYSE was \$27.22 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 February 27, 2015

Table of Contents

TABLE OF CONTENTS

| | Page |
|---|-------------|
| <u>About This Prospectus</u> | 1 |
| <u>Where You Can Find Additional Information</u> | 1 |
| <u>Incorporation of Certain Information by Reference</u> | 2 |
| <u>Cautionary Note Regarding Forward-Looking Statements</u> | 3 |
| <u>About the Registrants</u> | 5 |
| <u>Risk Factors</u> | 6 |
| <u>Ratio of Earnings to Fixed Charges and Preferred Stock Dividends</u> | 6 |
| <u>Use of Proceeds</u> | 7 |
| <u>Description of Healthcare Trust of America, Inc. Capital Stock</u> | 8 |
| <u>Description of Debt Securities</u> | 12 |
| <u>Description of Healthcare Trust of America, Inc. Warrants</u> | 20 |
| <u>Description of Healthcare Trust of America, Inc. Rights</u> | 24 |
| <u>Description of Units</u> | 25 |
| <u>Certain Provisions of Maryland Law and of the Healthcare Trust of America, Inc. Charter and Bylaws</u> | 26 |
| <u>Material U.S. Federal Income Tax Considerations</u> | 33 |
| <u>Plan of Distribution</u> | 52 |
| <u>Legal Matters</u> | 56 |
| <u>Experts</u> | 56 |

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (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 securities described in this prospectus 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., 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 (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. 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 (the Securities Act), and to which reference is hereby made. We file information electronically with the SEC, and the SEC maintains a website that contains reports, proxy and information statements and other information. The address of the SEC's website is <http://www.sec.gov>.

Table of Contents