

HEALTHCARE TRUST OF AMERICA, INC.

Form 8-K

January 07, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 7, 2013

**HEALTHCARE TRUST OF AMERICA, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-35568**  
(Commission  
File Number)

**20-4738467**  
(I.R.S. Employer  
Identification No.)

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16435 N. Scottsdale Road, Suite 320, Scottsdale, Arizona  
(Address of Principal Executive Offices)

85254  
(Zip Code)

(480) 998-3478

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 7, 2013, Healthcare Trust of America, Inc. (NYSE:HTA) ( HTA ) entered into an equity distribution agreement (the Agreement ) with Wells Fargo Securities, LLC for an offering of shares of Class A common stock of HTA from time to time having an aggregate offering price of up to \$250 million.

Sales are anticipated to be made primarily in transactions that are deemed to be at-the-market offerings, including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange. Sales may also be made in negotiated transactions. HTA intends to use any proceeds of the offering for general corporate purposes, including working capital and investment in real estate. In addition, HTA may use a portion of any proceeds to pay certain outstanding long-term debt obligations. The Class A common stock will be offered under HTA s Registration Statement on Form S-3 (File No. 333-185668), effective December 24, 2012.

The Agreement is attached hereto as Exhibit 1.1, and is incorporated by reference herein. The foregoing description of the Agreement and the transactions contemplated by the Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**Item 7.01 Regulation FD Disclosure.**

On January 7, 2013, HTA issued a press release announcing that it has filed a prospectus supplement under which it may from time to time sell an aggregate of up to \$250 million of its shares of Class A common stock through an at-the-market offering program. The full text of the press release is attached as Exhibit 99.1 to this report and is incorporated into this item 7.01.

The information furnished under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Equity Distribution Agreement, dated January 7, 2013, among Healthcare Trust of America, Inc., Healthcare Trust of America Holdings, LP and Wells Fargo Securities, LLC
- 99.1 Press Release dated January 7, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHCARE TRUST OF AMERICA, INC.

*January 7, 2013*

*By: /s/ Scott D. Peters*

*Name: Scott D. Peters*

*Title: Chief Executive Officer, President and*

*Chairman*