
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):

August 1, 2011

Healthcare Trust of America, Inc.

(Exact name of registrant as specified in its charter)

Maryland

000-53206

20-4738467

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

16435 N. Scottsdale Road, Suite 320, Scottsdale,
Arizona

85254

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

480-998-3478

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))

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Item 1.01 Entry into a Material Definitive Agreement.

The board of directors of Healthcare Trust of America, Inc. ("HTA") previously adopted a distribution reinvestment plan (the "DRIP") pursuant to

which existing holders of shares of our common stock may purchase additional shares by automatically reinvesting all of their cash distributions in shares of common stock. On August 1, 2011, our board of directors adopted the Amended and Restated Distribution Reinvestment Plan (the "Amended DRIP"), to be effective 10 days following the date we provide notice to DRIP participants.

The DRIP currently provides that the purchase price for shares under the DRIP will initially be offered at \$9.50 per share for up to 12 months subsequent to the close of our last public offering of shares prior to the potential listing of the shares on a national securities exchange (a "Listing"). Certain rules and regulations promulgated by the Financial Industry Regulatory Authority, Inc. ("FINRA") require that we or a third party firm establish a per share estimated valuation not based on the price to acquire our shares in a public offering not later than 18 months after the conclusion of a public offering.

Our board has determined that it is in the best interests of the company and its stockholders to ensure that we have adequate time to undertake procedures necessary to calculate an estimated value per share as required by FINRA. Accordingly, the Amended DRIP provides that the purchase price for shares under the DRIP will initially be offered at \$9.50 per share for up to 18 months subsequent to the close of our last public offering of shares prior to the potential listing of the shares on a national securities exchange (a "Listing"). We stopped offering shares in our follow-on offering on February 28, 2011 and therefore we currently anticipate that we will establish a per share valuation for our shares by August 28, 2012. After we publish such valuation, participants in the DRIP may acquire shares at 95% of the per share valuation determined by the company or another firm chosen for that purpose until a Listing. From and after the date of a Listing, participants may acquire shares at a price equal to 100% of the average daily open and close price per share on the distribution payment date, as reported by the national securities exchange on which the shares are traded.

Our board of directors may, in its sole discretion, terminate the DRIP or amend any aspect of the DRIP without the consent of DRIP participants or other stockholders, provided that written notice of any material amendment is sent to DRIP participants at least 10 days prior to the effective date of that amendment and provided that we may not amend the DRIP to terminate a participant's right to withdraw from the DRIP. The board also may terminate any participant's participation in the DRIP at any time by notice to such participant if continued participation will, in the opinion of the board, jeopardize the status of the company as a real estate investment trust under the Internal Revenue Code.

Stockholders who are already enrolled in the Company's distribution reinvestment program are not required to take any further action to enroll in the Amended DRIP.

The foregoing summary of the material terms of the Amended DRIP is qualified in its entirety by the terms of the Amended DRIP attached as Exhibit 10.1 of this Current Report on Form 8-K and incorporated herein by reference. The notice to be provided to DRIP participants is attached as Exhibit 99.1 of this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01 Other Events.

On August 1, 2011, the board of directors of HTA authorized distributions for the months of August, September and October 2011. These distributions will be calculated based on stockholders of record each day during each such month at a rate of \$0.00198630 per share per day and will equal a daily amount that, if paid each day for a 365-day period, would equal a 7.25% annualized rate based on a share price of \$10.00. These distributions will be paid in September, October and November 2011, respectively, in cash or reinvested in stock for those participating in the DRIP.

The amount of distributions HTA pays to its stockholders is determined by HTA's board of directors, at its discretion, and is dependent on a number of factors, including funds available for the payment of distributions, HTA's financial condition, capital expenditure requirements and annual distribution requirements needed to maintain HTA's status as a REIT under the Internal Revenue Code, as well as any liquidity alternative HTA may pursue in the future. HTA's board of directors may reduce its distribution rate and HTA cannot guarantee the amount of distributions paid in the future, if any.

On August 1, 2011, we issued a press release announcing that our board of directors had authorized distributions for the months of August, September and October 2011. A copy of the press release, which is hereby incorporated into this filing in its entirety, is attached to this Current Report on Form 8-K as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Amended and Restated Distribution Reinvestment Plan

99.1 Notice to DRIP Participants

99.2 Press Release dated August 1, 2011

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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.

August 1, 2011

By: *Scott D. Peters*

Name: Scott D. Peters

Title: Chief Executive Officer and President

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amended and Restated Distribution Reinvestment Plan
99.1	Notice to DRIP Participants
99.2	Press Release dated August 1, 2011

Exhibit 10.1

AMENDED AND RESTATED DISTRIBUTION REINVESTMENT PLAN

The Amended and Restated Distribution Reinvestment Plan (the "DRIP") for Healthcare Trust of America, Inc., a Maryland corporation (the "Company"), effective August 11, 2011, offers to holders of the Company's common stock, \$0.01 par value per share (the "Common Stock"), the opportunity to purchase, through reinvestment of distributions, additional shares of Common Stock, on the terms, subject to the conditions and at the prices herein stated.

The DRIP

The DRIP provides you with a simple and convenient way to invest your cash distributions in additional shares of Common Stock. Shares for the DRIP will be purchased directly from the Company. Such shares will be authorized and may be either previously issued or unissued shares. Proceeds from the sale of Common Stock under the DRIP will be used to provide the Company with funds for its general corporate purposes.

DRIP Price

Until the Company establishes an estimated value per share of Common Stock that is not based on the price to acquire a share of Common Stock in the Company's primary offering or a follow-on public offering, the Company will offer shares of Common Stock under the DRIP at a price per share equal to 95% of the most recent offering price (the "Post-Offering DRIP Price").

Upon the Company's announcement in a public filing with the Securities and Exchange Commission that the Company has established an estimated value per share of Common Stock that is not based on the price to acquire a share of Common Stock in the Company's primary offering or a follow-on public offering, participants in the DRIP may acquire Common Stock under the DRIP at a price per share equal to 95% of the per share valuation determined by the Company or another firm chosen for that purpose until a listing (a "Listing") of Common Stock on a national securities exchange (the "Pre-Listing DRIP Price"). The Company expects to establish an estimated value per share of Common Stock that is not based on the price to acquire a share of Common Stock in the Company's primary offering or a follow-on public offering within 18 months following the completion of the last public offering of our shares prior to a Listing. For this purpose, public offerings of our shares do not include offerings on behalf of selling stockholders or offerings related to any distribution reinvestment plan, employee benefit plan, or the redemption of interests in the Company's operating partnership.

From and after the date of the Listing, participants in the DRIP may acquire Common Stock at a price per share equal to 100% of the average daily open and close price per share on the distribution payment date, as reported by the national securities exchange on which the Common Stock is traded (individually the "Listing DRIP Price" and collectively referred to herein with the Post-Offering DRIP Price and the Pre-Listing DRIP Price as the "DRIP Price").

Eligibility

Holders of record of Common Stock are eligible to participate in the DRIP only with respect to 100% of their shares. If your shares are held of record by a broker or nominee and you want to participate in the DRIP, you must make appropriate arrangements with your broker or nominee.

The Company may refuse participation in the DRIP to stockholders residing in states where shares offered pursuant to the DRIP are neither registered under applicable securities laws nor exempt from registration.

Administration

As of the date of the prospectus, the DRIP will be administered by the Company or an affiliate of the Company (the "DRIP Administrator"), but a different entity may act as DRIP Administrator in the future. The DRIP Administrator will keep all records of your DRIP account and send statements of your account to you. Shares of Common Stock purchased under the DRIP will be registered in the name of each participating stockholder.

Enrollment

You must own shares of Common Stock in order to participate in the DRIP. You may become a participant in the DRIP by completing and signing the enrollment form enclosed with the Prospectus and returning it to us at the time you subscribe for shares. If you receive a copy of the Prospectus or a separate prospectus relating solely to the DRIP and have not previously elected to participate in the DRIP, then you may so elect at any time by completing the enrollment form attached to such prospectus or by other appropriate written notice to the Company of your desire to participate in the DRIP.

Your participation in the DRIP will begin with the first distribution payment after your signed enrollment form is received, provided such form is received on or before 10 days prior to the record date established for that distribution. If your enrollment form is received after the record date for any distribution and before payment of that distribution, that distribution will be paid to you in cash and reinvestment of your distributions will not begin until the next distribution payment date.

Costs

Purchases under the DRIP will not be subject to selling commissions, marketing support fees or due diligence reimbursements. All costs of administration of the DRIP will be paid by the Company.

Purchases and Price of Shares

Investment Date. Common Stock distributions will be invested on the date on which Common Stock distributions are paid (the "Investment Date"). Payment dates for Common Stock distributions will ordinarily be on or about the first day of each

month but may be changed to quarterly in the sole discretion of the Company.

You become an owner of shares purchased under the DRIP as of the Investment Date. Distributions paid on shares held in the DRIP (less any required withholding tax) will be credited to your DRIP account. Distributions will be paid on both full and fractional shares held in your account and are automatically reinvested.

Reinvested Distributions. The Company will use the aggregate amount of distributions to all DRIP participants for each distribution period to purchase shares for such participants. If the aggregate amount of distributions to all DRIP participants exceeds the amount required to purchase all shares then available for purchase, the Company will purchase all available shares and will return all remaining distributions to the DRIP participants. The Company will allocate the purchased shares among the DRIP participants based on the portion of the aggregate distributions received on behalf of each participant, as reflected on the Company's books.

You may elect distribution reinvestment only with respect to 100% of shares registered in your name on the records of the Company. Distributions on all shares purchased pursuant to the DRIP will be automatically reinvested. The number of shares purchased for you as a participant in the DRIP will depend on the amount of your distributions on these shares (less any required withholding tax) and the applicable DRIP Price. Your account will be credited with the number of shares, including fractions computed to four decimal places, equal to the total amount invested divided by the applicable DRIP Price.

Optional Cash Purchases. Unless and until determined otherwise by the Company, DRIP participants may not make additional cash payments for the purchase of Common Stock under the DRIP.

Distributions on Shares Held in the DRIP

Distributions paid on shares held in the DRIP (less any required withholding tax) will be credited to your DRIP account. Distributions will be paid on both full and fractional shares held in your account and will be automatically reinvested.

Account Statements

You will receive a statement of your account within 90 days after the end of the fiscal year. The statements will contain a report of all transactions with respect to your account since the last statement, including information with respect to the distributions reinvested during the year, the number of shares purchased during the year, the per share purchase price for such shares, the total administrative charge retained by the Company or DRIP Administrator on your behalf and the total number of shares purchased on your behalf pursuant to the DRIP. In addition, tax information with respect to income earned on shares under the DRIP for the year will be included in the account statements. These statements are your continuing record of the cost of your purchase and should be retained for income tax purposes.

Book-Entry Shares

The ownership of shares purchased under the DRIP will be noted in book-entry form. The number of shares purchased will be shown on your statement of account. This feature permits ownership of fractional shares, protects against loss, theft or destruction of stock certificates and reduces the costs of the DRIP.

Termination of Participation

You may discontinue reinvestment of distributions under the DRIP with respect to all, but not less than all, of your shares (including shares held for your account in the DRIP) at any time without penalty by notifying the DRIP Administrator in writing no less than 10 days prior to the next Investment Date. A notice of termination received by the DRIP Administrator after such cutoff date will not be effective until the next following Investment Date. Participants who terminate their participation in the DRIP may thereafter rejoin the DRIP by notifying the Company and completing all necessary forms and otherwise as required by the Company.

If you notify the DRIP Administrator of your termination of participation in the DRIP or if your participation in the DRIP is terminated by the Company, the stock ownership records will be updated to include the number of whole shares in your DRIP account. For any fractional shares of stock in your DRIP account, the DRIP Administrator may either (i) send you a check in payment for any fractional shares in your account, or (ii) credit your stock ownership account with any such fractional shares.

A participant who changes his or her address must promptly notify the DRIP Administrator. If a participant moves his or

her residence to a state where shares offered pursuant to the DRIP are neither registered nor exempt from registration under applicable securities laws, the Company may deem the participant to have terminated participation in the DRIP.

The Company reserves the right to prohibit certain employee benefit plans from participating in the DRIP if such participation could cause the underlying assets of the Company to constitute "plan assets" of such plans.

Amendment and Termination of the DRIP

The Company's board of directors (the "Board") may, in its sole discretion, terminate the DRIP or amend any aspect of the DRIP without the consent of DRIP participants or other stockholders, provided that written notice of any material amendment is sent to DRIP participants at least 10 days prior to the effective date thereof and provided that we may not amend the DRIP to terminate a participant's right to withdraw from the DRIP. You will be notified if the DRIP is terminated or materially amended. The Board also may terminate any participant's participation in the DRIP at any time by notice to such participant if continued participation will, in the opinion of the Board, jeopardize the status of the Company as a real estate investment trust under the Internal Revenue Code of 1986, as amended.

Voting of Shares Held Under the DRIP

You will be able to vote all shares of Common Stock (including fractional shares) credited to your account under the DRIP at the same time that you vote the shares registered in your name on the records of the Company.

Stock Dividends, Stock Splits and Rights Offerings

Your DRIP account will be amended to reflect the effect of any stock dividends, splits, reverse splits or other combinations or recapitalizations by the Company on shares held in the DRIP for you. If the Company issues to its stockholders rights to subscribe to additional shares, such rights will be issued to you based on your total share holdings, including shares held in your DRIP account.

Responsibility of the DRIP Administrator and the Company Under the DRIP

The DRIP Administrator will not be liable for any claim based on an act done in good faith or a good faith omission to act. This includes, without limitation, any claim of liability arising out of failure to terminate a participant's account upon a participant's death, the prices at which shares are purchased, the times when purchases are made, or fluctuations in the market price of Common Stock.

All notices from the DRIP Administrator to a participant will be mailed to the participant at his or her last address of record with the DRIP Administrator, which will satisfy the DRIP Administrator's duty to give notice. DRIP participants must promptly notify the DRIP Administrator of any change in address.

You should recognize that neither the Company nor the DRIP Administrator can provide any assurance of a profit or protection against loss on any shares purchased under the DRIP.

Interpretation and Regulation of the DRIP

The Company reserves the right, without notice to DRIP participants, to interpret and regulate the DRIP as it deems necessary or desirable in connection with its operation. Any such interpretation and regulation shall be conclusive.

Federal Income Tax Consequences of Participation in the DRIP

The following discussion summarizes the principal federal income tax consequences, under current law, of participation in the DRIP. It does not address all potentially relevant federal income tax matters, including consequences peculiar to persons subject to special provisions of federal income tax law (such as tax-exempt organizations, insurance companies, financial institutions, broker dealers and non-U.S. persons). No IRS ruling has been issued or requested regarding the DRIP. The following discussion is for your general information only, and you must consult your own tax advisor to determine the particular tax consequences (including the effects of any changes in law) that may result from your participation in the DRIP and the disposition of any shares purchased pursuant to the DRIP.

Reinvested Distributions. Stockholders subject to federal income taxation who elect to participate in the DRIP will incur a tax liability for distributions allocated to them even though they have elected not to receive their distributions in cash but rather to have their distributions reinvested pursuant to the DRIP. Specifically, DRIP participants will be treated as if

they received the distribution from the Company and then applied such distribution to purchase the shares in the DRIP. To the extent that a stockholder purchases shares through the DRIP at a discount to fair market value, the stockholders will be treated for tax purposes as receiving an additional distribution equal to the amount of such discount. A stockholder designating a distribution for reinvestment will be taxed on the amount of such distribution as ordinary income to the extent such distribution is from current or accumulated earnings and profits, unless the Company has designated all or a portion of the distribution as a capital gain dividend. In such case, such designated portion of the distribution will be taxed as a capital gain. To the extent that the Company makes a distribution in excess of the Company's current or accumulated earnings and profits, the distribution will be treated first as a tax-free return of capital, reducing the tax basis in your common stock, and any distribution in excess of such basis will be taxable as again realized from the sale of your common stock.

Withholding. In the case of participating stockholders whose distributions are subject to withholding of federal income tax, distributions will be reinvested less the amount of tax required to be withheld.

Exhibit 99.1



August 1, 2011

To Participants in the Distribution Reinvestment Plan:

The board of directors of Healthcare Trust of America, Inc. previously adopted a distribution reinvestment plan ("DRIP") pursuant to which existing holders of shares of our common stock may purchase additional shares by automatically reinvesting all of their cash distributions in shares of common stock. On August 1, 2011, our board of directors approved an Amended and Restated Distribution Reinvestment Plan (the "Amended DRIP"), effective August 11, 2011. We are providing this 10-day advance written notice of such amendment to stockholders as required by the plan.

The DRIP currently provides that the purchase price for shares under the DRIP will initially be offered at \$9.50 per share for up to 12 months subsequent to the close of our last public offering of shares prior to the potential listing of the shares on a national securities exchange (a "Listing"). Certain rules and regulations promulgated by the Financial Industry Regulatory Authority, Inc. ("FINRA") require that we or a third party firm establish a per share estimated valuation not based on the price to acquire our shares in a public offering not later than 18 months after the conclusion of a public offering.

Our board has determined that it is in the best interests of the company and its stockholders to ensure that we have adequate time to undertake procedures necessary to calculate an estimated value per share as required by FINRA. Accordingly, the Amended DRIP provides that the purchase price for shares under the DRIP will initially be offered at \$9.50 per share for up to 18 months subsequent to the close of our last public offering of shares prior to a Listing. We stopped offering shares in our follow-on offering on February 28, 2011 and therefore we currently anticipate that we will establish a per share valuation for our shares by August 28, 2012. After we publish such valuation, participants in the DRIP may acquire shares at 95% of the per share valuation determined by the company or another firm chosen for that purpose until a Listing. From and after the date of a Listing, participants may acquire shares at a price equal to 100% of the average daily open and close price per share on the distribution payment date, as reported by the national securities exchange on which the shares are traded.

Stockholders who are already enrolled in our distribution reinvestment program are not required to take any further action to enroll in the DRIP. A summary of the material terms of the Amended DRIP are set forth in our current report on Form 8-K, as filed with the SEC on August 1, 2011.

Sincerely,

/s/ Scott D. Peters

Scott D. Peters

Chairman, Chief Executive Officer and President

Exhibit 99.2



PRESS RELEASE

Contact:

Kellie S. Pruitt
Chief Financial Officer
Healthcare Trust of America, Inc.
480-998-3478
kelliepruitt@htareit.com

Healthcare Trust of America Board of Directors Authorizes Distributions

Scottsdale, Arizona (August 1, 2011) – On August 1, 2011, the Board of Directors of Healthcare Trust of America, Inc. (“HTA”), a fully integrated, self-administered, self-managed real estate investment trust, authorized distributions for the months of August, September and October 2011. These distributions will be calculated based on the stockholders of record each day during each such month at a rate of \$0.00198630 per share per day and will equal a daily amount that, if paid each day for a 365-day period, would equal a 7.25% annualized rate based on a share price of \$10.00. These distributions will be paid in September, October and November 2011, respectively, in cash or reinvested in stock for those participating in HTA’s distribution reinvestment plan.

For more information on Healthcare Trust of America, Inc., please visit www.htareit.com.

About Healthcare Trust of America, Inc.

Healthcare Trust of America, Inc. is a fully integrated, self-administered, self-managed real estate investment trust. Since its formation in 2006, HTA has made 78 geographically diverse acquisitions valued at approximately \$2.3 billion based on purchase price, which includes 242 buildings and two other real estate-related assets. HTA’s portfolio totals approximately 11.1 million square feet and includes 218 medical office buildings, ten hospitals, nine skilled nursing and assisted living facilities and five healthcare-related office buildings located in 25 states. With average occupancy of 91%, over half of HTA’s current annualized base rent comes from credit rated tenants. Ninety-four per cent of HTA’s portfolio is strategically located on-campus or aligned with recognized healthcare systems.

Caution about Forward-Looking Statements

This press release contains certain forward-looking statements with respect to HTA. Forward-looking statements are statements that are not descriptions of historical facts and include statements regarding management’s intentions, beliefs, expectations, plans or predictions of the future, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Because such statements include risks, uncertainties and contingencies, actual results may differ materially from those expressed or implied by such forward-looking statements. These risks, uncertainties and contingencies include, but are not limited to, the following: the amount of distributions HTA pays to its stockholders is determined by HTA’s board of directors, at its discretion, and is dependent on a number of factors, including funds available for the payment of distributions, HTA’s financial condition, capital expenditure requirements and annual distribution requirements needed to maintain HTA’s status as a REIT under the Internal Revenue Code, as well as any liquidity alternative HTA may pursue in the future; HTA’s board of directors may reduce its distribution rate and HTA cannot guarantee the amount of distributions paid in the future, if any; and other risk factors as outlined in HTA’s periodic reports, as filed with the Securities and Exchange Commission.