

HEALTHCARE TRUST OF AMERICA, INC.  
Form 8-K  
November 01, 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): November 1, 2013 (November 1, 2013)**

**HEALTHCARE TRUST OF AMERICA, INC.**

**HEALTHCARE TRUST OF AMERICA HOLDINGS, LP**

(Exact name of registrant as specified in its charter)

**Maryland**

**001-35568**

**20-4738467**

**Delaware**

**333-190916**

**20-4738347**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

**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 November 1, 2013, Healthcare Trust of America, Inc. (NYSE:HTA) ( HTA ) and Healthcare Trust of America Holdings, LP 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 \$300 million. This Agreement replaces the prior equity distribution agreement among the parties dated January 7, 2013 (the Prior Agreement ). Concurrently with entering into this Agreement, HTA terminated the Prior Agreement, which had \$4.7 million of shares of Class A common stock that could have been issued.

Sales under the Agreement 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 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Equity Distribution Agreement, dated November 1, 2013, among Healthcare Trust of America, Inc., Healthcare Trust of America Holdings, LP and Wells Fargo Securities, LLC

**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.

November 1, 2013                    **Healthcare Trust of America, Inc.**  
By: /s/ Scott D. Peters  
Name: Scott D. Peters  
Title: Chief Executive Officer, President and Chairman

**Healthcare Trust of America Holdings, LP**  
  
By: **Healthcare Trust of America, Inc.,**  
its General Partner  
  
November 1, 2013                    By: /s/ Scott D. Peters  
Name: Scott D. Peters  
Title: Chief Executive Officer, President and Chairman