

HEALTHCARE TRUST OF AMERICA, INC.

Form PRE 14A

October 08, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Healthcare Trust of America, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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(1) Title of each class of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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The Promenade
16435 N. Scottsdale Road, Suite 320
Scottsdale, Arizona 85254
480.998.3478

www.htareit.com

Dear Stockholder:

On behalf of the Board of Directors, I invite you to attend the 2010 Annual Meeting of Stockholders of Healthcare Trust of America, Inc. The meeting will be held on December 8, 2010 at 9:00 a.m. local time, at The Westin Kierland Resort & Spa, 6902 East Greenway Parkway, Scottsdale, Arizona 85254. We look forward to your attendance.

Attached are the Notice of Annual Meeting of Stockholders and proxy statement. They describe the formal business to be acted upon by the stockholders. At the annual meeting, we will present a report on the status of our follow-on offering, our portfolio of properties and other related matters. Our stockholders will have an opportunity to ask questions at the meeting.

Update

I would also like to provide you with a brief update on some of our key accomplishments to date. In 2009 and 2010, we have made over \$700 million in acquisitions. Today we have approximately \$1.9 billion of total assets with approximately \$1.8 billion of healthcare real estate assets. We became fully self-managed in 2009. We have assembled a highly qualified and dedicated group of employees who are performance driven and focused on the growth and success of our company. We are positioned to move quickly and efficiently to take advantage of strategic opportunities, which we believe will benefit our stockholders.

Added Value

We continue to maintain a strong balance sheet, with a low level of debt and a high level of cash. Our balance sheet reflects our strength and helps drive our future. It has allowed us to be opportunistic in troubled times, making key strategic acquisitions with favorable pricing and credit terms. In addition to growing through acquisitions, we have identified and added value in other ways. As credit has become more available and attractive, we have been able to refinance properties with less expensive debt. We have focused on aggressive asset management, with the objective of optimizing the performance of our portfolio. Our movement to self management has generated substantial net cost savings, approximately \$24 million for the 12-month period from July 1, 2009 through June 30, 2010. We expect substantial additional cost savings going forward.

Unsecured Credit Facility Commitment

We have received a commitment for an unsecured revolving credit facility in the initial amount of \$200 million. We have engaged J.P. Morgan Securities LLC, Wells Fargo Securities, LLC and Deutsche Bank Securities, Inc. to serve as joint lead arrangers and joint bookrunners for this credit facility. The facility has an accordion feature, which allows us to increase it in the future. We believe this credit facility does two things. First, we believe it reflects the financial strength of our company. Second, the credit facility provides our company with the ability to timely utilize corporate-level debt, if and when needed, for strategic acquisitions and other corporate purposes.

Strategic Opportunities

Looking forward, we are ready to advance our company to the next stage of our life cycle. We have previously disclosed that we intend to effect a liquidity event by 2013 and that we may consider listing our shares on a national securities exchange, a merger transaction, a sale of substantially all of our assets. We have engaged J.P. Morgan Securities LLC to act as our lead strategic advisor to assist us in exploring strategic opportunities to maximize stockholder value and provide for liquidity at the appropriate time.

We recognize the importance of being ahead of the curve, prepared and proactive. Fortunately, we have the time and flexibility to be creative and prudent with respect to each potential strategic opportunity. We closely review each such opportunity in terms of how and when it can best be used to enhance value for our stockholders. We have the ability to customize and time the implementation of any strategic opportunity to be most beneficial to our company and our stockholders.

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Stockholder Approvals

At the annual meeting, you are being asked to approve a number of amendments to our charter. These amendments are intended to prepare us for a potential listing in the future and to update our charter. These amendments are described in detail in the proxy statement.

The first group of amendments relate to a potential listing of our shares on a national securities exchange. The key word here is potential, as we have not made any decision about this particular strategic opportunity or any other opportunities. We have been and will continue to evaluate a number of strategic opportunities, including a potential listing. We recognize that the right strategic opportunity for our company depends on a number of things, some within our control and some outside of our control. Our objective is to focus on those things within our control. Our number one priority is to grow our company and stay focused on the fundamentals of our business.

Currently, we are taking steps, including proposing this first group of amendments, to position our company so that we can act timely, if and when we determine a particular strategic opportunity is available to us *and* is in the best interests of our stockholders. Our strategic advisors have advised us, and your Board strongly recommends, that we amend our charter now, rather than later, to provide for the reclassification and conversion of our stock if and when we decide to pursue a listing. This reclassification and conversion of our stock is designed to establish a phased in liquidity program.

We have a substantial number of shares outstanding. For a successful listing, we will need to move our stock into the public market in a way that minimizes the stock-pricing instability that could result from concentrated sales of our stock. A phased in liquidity program over a period of 18 months will place the substantial number of our outstanding shares into the public market in stages, rather than all at once. Our strategic advisors and our Board agree that we need this phased in liquidity program as part of any listing that we undertake to mitigate the risk of stock-pricing instability. We have been advised that institutional investors and other potential buyers of our listed stock will want such a program in place. The program is intended to stabilize public stock prices by having our stock enter into the public market over time and in defined phases. I am sure you agree that a listing or any other strategic opportunity needs to *both* maximize the value of our shares as well as provide liquidity. This first group of amendments is aimed at helping us achieve these goals.

The second group of amendments includes, among other things, changes to reflect that we are self-managed. All of the proposed amendments to our charter are described in detail in the proxy statement.

We are seeking your vote now to ensure that we are positioned ahead of time to act quickly in the event our Board of Directors determines at some point in the future that a listing is in the best interests of our company and our stockholders. As I stated above, a listing is only one of a number of strategic opportunities that may be available to us. Please note we have not made any decisions to proceed with a listing or any other strategic opportunity at this time. Accordingly, we cannot provide any assurances if and when one will occur.

We are also requesting that you consider and vote upon proposals to re-elect our board of directors and to ratify our independent registered public accounting firm for 2010.

Please Vote

Your vote is very important. Regardless of the number of our shares you own, it is very important that your shares be represented at the 2010 Annual Meeting of Stockholders. **ACCORDINGLY, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE 2010 ANNUAL MEETING OF STOCKHOLDERS IN PERSON, I URGE YOU TO SUBMIT YOUR PROXY AS SOON AS POSSIBLE.** You may do this by completing, signing and dating the

accompanying proxy card and returning it via fax to (781) 633-4036 or in the accompanying self-addressed postage-paid return envelope. You also may authorize your proxy via the internet at www.eproxy.com/hta or by telephone by dialing toll-free (866) 977-7699. Please follow the directions provided in the proxy statement. This will not prevent you from voting in person at the 2010 Annual Meeting of Stockholders, but will assure that your vote will be counted if you are unable to attend the 2010 Annual Meeting of Stockholders.

YOUR VOTE COUNTS. THANK YOU FOR YOUR ATTENTION TO THIS MATTER, AND FOR YOUR CONTINUED SUPPORT OF, AND INTEREST IN, OUR COMPANY.

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The Promenade
16435 N. Scottsdale Road,
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Scottsdale, Arizona 85254
480.998.3478

www.htareit.com

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD DECEMBER 8, 2010**

NOTICE IS HEREBY GIVEN that the 2010 Annual Meeting of Stockholders of Healthcare Trust of America, Inc., will be held on December 8, 2010 at 9:00 a.m. local time, at The Westin Kierland Resort & Spa, 6902 East Greenway Parkway, Scottsdale, Arizona 85254, for the following purposes:

1. *Charter Amendments.* To consider and vote upon the approval of six proposals to amend certain provisions of our charter, including amendments to:

Listing Related Amendments

(a) provide for the reclassification and conversion of our common stock in the event our shares are listed on a national securities exchange to implement a phased in liquidity program;

(b) provide that certain provisions of our charter will not remain in effect in the event our shares are listed on a national securities exchange;

Self-Management Related and Other Amendments

(c) reflect that we are self-managed and no longer externally advised or sponsored;

(d) require compliance with the Securities and Exchange Commission's tender offer regulations under the Securities Exchange Act of 1934, as amended, for any tender offer made for our shares regardless of the size of the tender offer;

(e) address changes requested by state securities administrators in connection with the registration of our follow-on offering; and

(f) effectuate certain ministerial revisions and clarifications.

2. *Election of Directors.* To consider and vote upon the election of the six directors named in this proxy statement, each for a term of one year and until his successor is duly elected and qualifies;

3. *Ratification of Auditors.* To consider and vote upon the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010; and

4. *Other Business.* To transact such other business as may properly come before the 2010 Annual Meeting of Stockholders and any adjournment or postponement thereof.

These items are discussed in the accompanying proxy statement. The proxy statement is made part of this notice. Our stockholders of record on October 8, 2010 are entitled to vote at the 2010 Annual Meeting of Stockholders of Healthcare Trust of America, Inc. We reserve the right, in our sole discretion, to adjourn or postpone the 2010 Annual Meeting of Stockholders to provide more time to solicit proxies for the meeting. The proxy solicitation materials are being mailed to stockholders on or about [], 2010.

Important Notice Regarding Availability of Proxy Materials for the Stockholder Meeting to Be Held on December 8, 2010: The proxy statement, proxy card and 2009 annual report are available at www.eproxy.com/hta.

Please sign and date the accompanying proxy card and return it promptly by fax to (781) 633-4036 or in the accompanying self-addressed postage-paid return envelope, whether or not you plan to attend the meeting. You also may authorize a proxy electronically via the internet at www.eproxy.com/hta or by telephone by dialing toll-free (866) 977-7699. Instructions are included with the proxy card. Your vote is important to us and thus we urge you to get your ballot in early. You may revoke your proxy at any time prior to its exercise. If you attend the 2010 Annual Meeting of Stockholders, you may vote in person if you wish, even if you previously have returned your proxy card or authorized a proxy electronically or telephonically.

By Order of the Board of Directors,

/s/ Kellie S. Pruitt
Kellie S. Pruitt
Secretary

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HEALTHCARE TRUST OF AMERICA, INC.
The Promenade
16435 N. Scottsdale Road, Suite 320
Scottsdale, Arizona 85254
Telephone: (480) 998-3478

PROXY STATEMENT

The accompanying proxy is solicited by the Board of Directors of Healthcare Trust of America, Inc., or HTA, for use in voting at the 2010 Annual Meeting of Stockholders, or the annual meeting, to be held on December 8, 2010 at 9:00 a.m. local time, at The Westin Kierland & Spa, 6902 East Greenway Parkway, Scottsdale, Arizona 85254, and at any adjournment or postponement thereof, for the purposes set forth in the attached notice. The proxy solicitation materials are being mailed to stockholders on or about [], 2010.

The following questions and answers relate to the 2010 Annual Meeting of Stockholders.

What is the purpose of the meeting?

At the annual meeting, stockholders will consider and vote upon the following:

six proposals to approve amendments to our charter;

the election of the six directors named in this proxy statement, each to hold office for a one-year term expiring at the 2011 Annual Meeting of Stockholders and until his successor is duly elected and qualifies; and

the ratification of the appointment of Deloitte & Touche LLP, or Deloitte, as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

Management will also report on our accomplishments to date, including the status of our current offering and our portfolio of properties. Management will also respond to questions from stockholders. In addition, representatives of Deloitte are expected to be present at the annual meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to questions from the stockholders.

What are the six proposals to approve amendments to the company's charter?

Our Board of Directors is proposing that our stockholders approve six amendments to our charter, which do the following:

Listing Related Amendments

(a) provide for the reclassification and conversion of our common stock in the event our shares are listed on a national securities exchange to implement a phased in liquidity program;

(b) provide that certain provisions of our charter will not remain in effect in the event our shares are listed on a national securities exchange;

Self-Management Related and Other Amendments

(c) reflect that we are self-managed and no longer externally advised or sponsored;

(d) require compliance with the Securities and Exchange Commission's tender offer regulations under the Securities Exchange Act of 1934, as amended, for any tender offer made for our shares regardless of the size of the tender offer;

(e) address changes requested by state securities administrators in connection with the registration of our follow-on offering; and

(f) effectuate certain ministerial revisions and clarifications.

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Why are you proposing the reclassification and conversion of the company's common stock in the event the company's shares are listed on a national securities exchange?

We have previously disclosed that we intend to effect a liquidity event by September 20, 2013. Consistent with this objective, we are currently evaluating alternatives for maximizing stockholder value and providing liquidity to our stockholders. We may consider, among other alternatives, listing our shares on a national securities exchange, or a Listing, a merger transaction, or a sale of substantially all of our assets. These amendments are being proposed to prepare our company in the event we decide to pursue a Listing.

We may determine that a Listing is in the best interests of our stockholders for several reasons. These reasons include (1) providing us with faster access to debt and equity capital, (2) providing us with access to a lower cost of capital, (3) making our shares and our operating partnership's limited partner units more attractive acquisition consideration and (4) providing liquidity, on a phased in basis, to our stockholders. These reasons are discussed in more detail under Proposal No. 1(A) Amendments to Reclassify and Convert Our Common Stock Prior to a Listing. In the event we determine it is in the best interest of our stockholders to pursue a Listing, we may also determine to conduct a concurrent underwritten public offering of shares, or an Offering. We have determined that a key part of any Listing and/or Offering that we undertake will be to have a phased in liquidity program for our outstanding shares of stock.

To accomplish a phased in liquidity program, it is necessary to reclassify and convert our common stock into shares of Class A common stock and Class B common stock immediately prior to a Listing. The shares of Class A common stock would be listed on a national securities exchange. The shares of Class B common stock would not be listed. Rather, those shares would convert into shares of Class A common stock and become listed in defined phases, over a defined period of time. The amendments provide that all shares of Class B common stock would convert into shares of Class A common stock within 18 months of a Listing, with individual classes of Class B common stock converting into Class A common stock and becoming listed every six months. The Board of Directors will have the right to accelerate the timeframe for when each class of Class B common stock converts into Class A common stock, but no shares will convert earlier than six months following the date of Listing. If we do make a determination to pursue a Listing, the ultimate length of the overall phased in liquidity program and the timing of each of the phases will depend on a number of factors, including the timing of the Listing.

Our objective is to provide liquidity as soon as is reasonably possible, without sacrificing valuation. We believe, and our strategic advisors agree, that the reclassification and conversion of our shares of common stock increases our ability to maximize the success of a Listing and any concurrent Offering both in the short and long term.

What are the intended benefits of a phased in liquidity program?

With a Listing, we believe that liquidity is one part of a two part equation. The other part is valuation. Both parts are needed. We believe that it is in the best interests of our stockholders to have stable stock pricing in the short and long term. We cannot control market forces. However, we can attempt to structure a Listing to increase the likelihood of success for our stockholders. The fact is we have a large company with a substantial number of shares outstanding. As of October 7, 2010, there were approximately 181,007,158 shares of our common stock outstanding. If we conduct a Listing without a phased in liquidity program, all of our shares of common stock would become listed at the same time and, therefore, could be put up for sale in the public market. This could result in concentrated sales of our common stock. Concentrated sales will likely depress the trading price. The potential for concentrated sales of our outstanding common stock could also make our shares less attractive to institutional and other investors in any concurrent Offering and reduce demand to buy stock and/or reduce the price investors are willing to pay. The phased in liquidity program directly addresses this potential risk, and therefore increases the likelihood of a successful Listing. With a phased in liquidity program, we believe our shares will be able to become traded in the public market without causing any material disruption or imbalance in stock pricing.

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Will the reclassification and conversion impact my voting rights, right to receive distributions or my proportional ownership interest in the company?

No. The shares of Class B common stock and the shares of Class A common stock will have the same voting rights and right to receive distributions. Additionally, the reclassification and conversion will have no immediate impact on the proportional ownership interests of our stockholders prior to the reclassification and conversion, except for any changes as a result of the treatment of fractional shares.

How will the reclassification and conversion of the company's common stock impact stockholders?

The reclassification and conversion of our common stock are conditioned upon and only take effect in the event we proceed with a Listing in the future. If we pursue an alternative strategic opportunity, the reclassification and conversion will never become effective.

If a Listing does occur and the reclassification and conversion of our common stock becomes effective, it will have a direct impact on the liquidity of our shares of common stock, as discussed below.

In the event of a Listing, the shares of our common stock owned by our existing stockholders would be divided into multiple classes. Initially, 25% of a stockholder's shares would be converted into shares of our Class A common stock, which would be listed on a national securities exchange at the time of the Listing. The remaining 75% of the stockholder's shares would be converted into three classes of our Class B common stock that would not be listed on a national securities exchange. Each of the classes of our Class B common stock will then convert into Class A common stock in intervals with all classes converting no later than 18 months following the Listing Date. However, no classes of Class B common stock will convert into Class A common stock prior to six months following the Listing Date.

The impact of the reclassification and conversion of our common stock is discussed in detail under Proposal No. 1(A) Amendments to Reclassify and Convert Our Common Stock Prior to a Listing and reflected in the proposed Fourth Articles of Amendment and Restatement included as Appendix A to this proxy statement.

How will the reclassification and conversion be implemented upon a Listing?

If there is a Listing and the reclassification and conversion become effective, all of your outstanding shares of our common stock will convert into shares of Class A common stock and Class B common stock as described above and in more detail in Proposal No. 1(A) Amendments to Reclassify and Convert Our Common Stock Prior to a Listing below. Currently, all of our shares of common stock are held in uncertificated form and are reflected on the books of our transfer agent, DST Systems, Inc. Upon a Listing, the conversion of your shares would be effected electronically by our transfer agent.

We expect that if we pursue a Listing, the listed shares would be made eligible for the direct registration system, which is similar to our current system of holding shares in uncertificated form. Physical stock certificates would not be issued unless requested by a stockholder. Every stockholder would receive a notification of their holdings post-listing and instructions for having their shares placed in a brokerage account in the event the stockholder wants to make a sale. In the event we determine to list our shares, we will work with our transfer agent, your financial advisors and others to make sure the reclassification and conversion is implemented as smoothly as possible.

What is the purpose of the other Listing related amendments to our charter?

If we determine to pursue a Listing, these amendments are intended to provide our directors and officers with greater flexibility to operate our company and position us to be similar to other publicly traded companies. Please see

Proposal No. 1(B) Amendments to Provide that Certain Provisions of Our Charter Will Not Remain in Effect After a Listing for more information regarding these changes as well as the proposed Fourth Articles of Amendment and Restatement included as Appendix A to this proxy statement.

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Are there any other actions that may be undertaken by the company in connection with a potential Listing or any other strategic opportunity that the company might pursue?

We are committed to being proactive and taking steps that are intended to create value for our stockholders. We anticipate that we will be undertaking other actions in order to position our company to access and implement potential strategic opportunities. As discussed above, we have not decided to proceed with any specific strategic opportunity at this time.

How will the self-management related and other proposals to amend the company's charter impact stockholders?

The impacts of the other four proposals to amend the company's charter are described under Proposals 1(C), 1(D), 1(E) and 1(F) later in this proxy statement. The descriptions of all of the proposed amendments to our charter are qualified in their entirety by reference to the proposed Fourth Articles of Amendment and Restatement to our charter included in Appendix A to this proxy statement.

What are the Board of Directors' voting recommendations?

The Board of Directors recommends that you vote your shares:

FOR the six proposals to amend our charter.

FOR ALL NOMINEES who are named in this proxy statement for election as directors.

FOR the ratification of Deloitte as our independent registered public accounting firm for 2010.

What happens if additional proposals are presented at the annual meeting?

Other than the matters described in this proxy statement, we do not expect any additional matters to be presented for a vote at the annual meeting. If other matters are presented and you are voting by proxy, your proxy grants the individuals named as proxy holders the discretion to vote your shares on any additional matters properly presented for a vote at the meeting.

Who is entitled to vote?

Only stockholders of record at the close of business on October 8, 2010, or the record date, are entitled to receive notice of the annual meeting and to vote the shares of common stock that they hold on that date at the annual meeting, or any postponements or adjournments of the annual meeting. As of the record date, we had _____ shares of common stock issued and outstanding and entitled to vote. You are entitled to one vote for each share of common stock you held as of the record date.

What constitutes a quorum?

If 50.0% of the shares outstanding and entitled to vote on the record date are present at the annual meeting, either in person or by proxy, we will have a quorum at the meeting, permitting the conduct of business at the meeting.

Abstentions and broker non-votes will be counted to determine whether a quorum is present. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that matter and has not received voting instructions from the beneficial owner.

How do I authorize a proxy to vote my shares at the annual meeting?

You can authorize a proxy to vote your shares by mail, fax, telephone or internet, following the instructions set forth below and on the proxy card.

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Mail Stockholders may authorize a proxy by completing the accompanying proxy card and mailing it in the accompanying self-addressed postage-paid return envelope. Completed proxy cards must be received by December 7, 2010.

Fax Stockholders may authorize a proxy by completing the accompanying proxy card and faxing it to (781) 633-4036 until 5:00 p.m. Pacific Daylight Time on December 7, 2010.

Telephone Stockholders may authorize a proxy by telephone by dialing toll-free at (866) 977-7699 until 5:00 p.m. Pacific Daylight Time on December 7, 2010.

Internet Stockholders may authorize a proxy electronically using the internet at www.eproxy.com/hta until 5:00 p.m. Pacific Daylight Time on December 7, 2010.

Can I revoke my proxy after I return my proxy card or after I authorize a proxy by telephone or over the internet?

You may revoke your proxy at any time before the proxy is exercised at the annual meeting by:

delivering to our Secretary a written notice of revocation;

attending the annual meeting and voting in person (although attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request);

returning a properly signed proxy card bearing a later date than your first proxy card (if received before the annual meeting); or

authorizing a later dated proxy using the telephone or internet (if received before the deadline for telephone or internet proxies).

If you hold shares of our common stock in street name, you will need to contact the institution that holds your shares and follow its instructions for revoking a proxy.

What vote is required to approve each proposal that comes before the annual meeting?

Charter amendments. To approve the proposals to amend our charter, the affirmative vote of at least a majority of all votes entitled to be cast must be cast in favor of the proposals. Abstentions and broker non-votes will have the same effect as votes against the six proposals to amend our charter.

Election of directors. To elect the director nominees, the affirmative vote of a majority of the shares of our common stock present in person or by proxy at a meeting at which a quorum is present must be cast in favor of the proposal. This means that a director nominee needs to receive more votes for his election than withheld from or present but not voted in his election in order to be elected to the Board of Directors. Because of this requirement, withhold votes and broker non-votes will have the effect of a vote against each nominee for director. If an incumbent director nominee fails to receive the required number of votes for reelection, then under Maryland law, he will continue to serve as a holdover director until his successor is duly elected and qualifies.

Ratification of auditors. To approve the ratification of the appointment of Deloitte, the affirmative vote of a majority of all votes cast at a meeting at which a quorum is present must be cast in favor of the proposal. Abstentions and broker non-votes will have no impact on the proposal to ratify the appointment of Deloitte.

Will my vote make a difference?

Yes! Your vote is needed to ensure that the proposals can be acted upon. Unlike most other public companies, no large brokerage houses or affiliated groups of stockholders own substantial blocks of our shares. As a result, a large number of our stockholders must be present in person or by proxy at the annual meeting to constitute a quorum. **AS A RESULT, YOUR VOTE IS VERY IMPORTANT EVEN IF YOU OWN ONLY A SMALL NUMBER OF SHARES! Your immediate response will help avoid potential delays and may**

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save us significant additional expenses associated with soliciting stockholder proxies. We encourage you to participate in the governance of HTA and welcome your attendance at the annual meeting.

Who will bear the costs of soliciting votes for the meeting?

HTA will bear the entire cost of the solicitation of proxies from its stockholders. We have retained Boston Financial Data Services to assist us in connection with the solicitation of proxies for the annual meeting. We expect to pay approximately \$200,000 for such services. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors and officers who will not receive any additional compensation for such solicitation activities. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy solicitation materials to our stockholders.

How do I get additional copies of SEC filings?

Copies of HTA's financial reports, including its reports to the Securities and Exchange Commission, or the SEC, filed on Forms 10-K and 10-Q, with financial statements and financial statement schedules but without exhibits, are available without cost by sending your written request to: Healthcare Trust of America, Inc., The Promenade, 16435 N. Scottsdale Road, Suite 320, Scottsdale, Arizona 85254, Attention: Secretary, or by calling (480) 998-3478, or by sending an e-mail to the following address: info@htareit.com. Copies of SEC filings, including exhibits, can also be obtained free of charge by clicking on "SEC Filings" under "Investor Relations" on our website at www.htareit.com. This website address is provided for your information and convenience. Our website is not incorporated into this proxy statement and should not be considered part of this proxy statement. You can obtain a copy of any listed exhibit to a Form 10-K or Form 10-Q by sending your written request to our Secretary at the address furnished above. We will furnish the copy upon payment of a fee to reimburse our expenses.

SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS

This proxy statement contains both historical and forward-looking statements. Forward-looking statements are based on current expectations, plans, estimates, assumptions and beliefs, including expectations, plans, estimates, assumptions and beliefs about our company, the real estate industry and the debt and equity capital markets. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements 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.

Forward-looking statements include information concerning possible or assumed future results of operations of our company, including statements about the following subjects: the benefits, effects and results of the proposed reclassification and conversion of our common stock; the possibility of consummating a Listing and/or an Offering or any other strategic transactions, including transactions that may provide liquidity to our stockholders; and the public market for our shares following a Listing.

The forward-looking statements included in this proxy statement are subject to numerous risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in the forward-looking statements. Factors which could have a material adverse effect

on our operations and future prospects include, but are not limited to:

If current market and economic conditions do not improve or worsen, our business, results of operations, cash flows, financial condition and access to capital may be adversely affected;

Our growth will partially depend upon future acquisitions of properties, and we may not be successful in identifying and consummating suitable acquisitions that meet our investment criteria, which may impede our growth and negatively affect our results of operations;

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We depend on tenants for our revenue, and accordingly, lease expirations, terminations and/or tenant defaults particularly by one of our large tenants, could adversely affect the income produced by our properties, which may harm our operating performance;

We face considerable competition in the leasing market and may be unable to renew existing leases or re-let space on terms similar to the existing leases, or we may expend significant capital in our efforts to re-let space, which may adversely affect our operating results;

Adverse market and economic conditions may negatively affect us and could cause us to recognize impairment charges or otherwise impact our performance;

We depend on key personnel, each of whom would be difficult to replace;

Our failure to remain qualified as a REIT could adversely affect our operations and ability to make distributions;

Economic and regulatory changes, including accounting standards, that impact the real estate market generally;

The success of our real estate strategies and investment objectives;

Costs of complying with governmental laws and regulations;

Uncertainties associated with environmental and other regulatory matters; and

Changes in the credit markets and the impact of such changes on our ability to obtain debt financing.

Forward-looking statements speak only as of the date made. Except as otherwise required by the federal securities laws, we undertake no obligation to update any forward-looking statements to reflect the events or circumstances arising after the date as of which they are made. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on the forward-looking statements included in this proxy statement or that may be made elsewhere from time to time by, or on behalf of, us.

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PROPOSAL NO. 1

PROPOSED AMENDMENTS TO OUR CHARTER

Introduction

Our Board of Directors has declared the amendments to our charter, as described below, advisable and directed that the proposals to amend our charter be submitted for consideration at the 2010 Annual Meeting of Stockholders. A form of the Fourth Articles of Amendment and Restatement, marked to reflect the changes to our current charter, is attached to this proxy statement as Appendix A. This summary of the provisions of the Fourth Articles of Amendment and Restatement is qualified in its entirety by reference to Appendix A. The Fourth Articles of Amendment and Restatement amend the current charter to:

Listing Related Amendments

- (a) provide for the reclassification and conversion of our common stock in the event our shares are listed on a national securities exchange to implement a phased in liquidity program;
- (b) provide that certain provisions of our charter will not remain in effect in the event our shares are listed on a national securities exchange;

Self-Management Related and Other Amendments

- (c) reflect that we are self-managed and no longer externally advised or externally sponsored;
- (d) require compliance with the SEC's tender offer regulations under the Securities Exchange Act of 1934, as amended, for any tender offer made for our shares regardless of the size of the tender offer;
- (e) address changes requested by certain state securities administrators in connection with the registration of our follow-on offering; and
- (f) effectuate certain ministerial revisions and clarifications.

Effectiveness

If any or all of the proposals to amend our charter are approved by our stockholders, the Fourth Articles of Amendment and Restatement reflecting the approved amendments will be filed with the State Department of Assessments and Taxation of Maryland, or SDAT, and the amendment and restatement will be effective upon the acceptance for record of the Fourth Articles of Amendment and Restatement by the SDAT.

Appraisal Rights

Under Maryland law and our charter, you will not be entitled to rights of appraisal with respect to the proposed amendments to our charter. Accordingly, to the extent that you object to the proposed amendments to our charter, you will not have the right to have a court judicially determine (and you will not receive) the fair value for your shares of common stock under the provisions of Maryland law governing appraisal rights.

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PROPOSAL NO. 1(A)

**AMENDMENTS TO RECLASSIFY AND CONVERT OUR COMMON
STOCK PRIOR TO A LISTING
(PHASED IN LIQUIDITY PROGRAM)**

Background

Our Board of Directors is currently evaluating alternatives for maximizing stockholder value and providing liquidity to our stockholders. Our Board of Directors may consider, among other alternatives, listing our shares on a national securities exchange, or a Listing, a merger transaction, or a sale of substantially all of our assets. Our Board of Directors may determine that a Listing is in the best interests of our stockholders for several reasons, including those discussed below.

Faster Access to Capital. A Listing may provide us with the ability to raise capital in both the debt and equity markets more rapidly than we are able to raise capital through our current follow-on offering. In our follow-on offering, we are selling our shares of common stock on a best efforts basis through our dealer manager and a network of selling broker-dealers. It takes a long period of time to raise a significant amount of offering proceeds through this method of distribution. Our follow-on offering was originally scheduled to last at least two years, to enable us to sell the maximum amount of shares registered, and we have the option to extend for an additional one-year period. If our shares were publicly traded and the market value of our equity securities held by non-affiliates was sufficient, we would be able to use a certain short-form registration process with the SEC, referred to as a shelf registration, that may enable us to raise money through the capital markets within a few days or weeks rather than months or years as under our follow-on offering. If we were able to raise capital more quickly, it might allow us to react more quickly to market conditions and potentially take advantage of additional acquisition opportunities.

Lower Cost of Capital. A Listing may enable us to raise capital at a cost that is less expensive to us than our follow-on offering. In our current follow-on offering, we pay selling commissions and dealer manager fees to the dealer manager and selling broker-dealers. If our shares are traded on a national securities exchange, we may not be required to pay selling commissions or dealer manager fees or if we are required to pay such fees or other underwriting compensation, we believe they will likely be less than the fees we currently pay. We also may be able to access additional sources of capital that may be less expensive to us, such as unsecured notes. In addition, during the offering period of our follow-on offering, we are required to file prospectus supplements and post-effective amendments to the registration statement for the offering in order to disclose material information and developments to potential investors. If we are able to use the SEC's short-form registration statement discussed above, the information in such a registration statement is automatically updated when we file reports on Form 10-K, Form 10-Q and Form 8-K, thereby alleviating both the need to file ongoing prospectus supplements and post-effective amendments and the associated costs.

More Attractive Acquisition Consideration. If our shares are publicly traded on a national securities exchange, our shares may be more attractive to potential acquisition targets or the owners of property that we may be interested in acquiring. As a result, we may be able to use our shares as acquisition consideration, which would enable us to conserve cash. If our shares are publicly traded, it may also make acquisitions of properties in exchange for limited partner units in our operating partnership more attractive to property owners. When a property owner contributes property to our operating partnership in exchange for limited partner units, the contribution is generally not taxable at that time. When the operating partnership redeems the limited partner's units, the transaction is taxable. If we redeem the units for shares of our stock, the owner may not have the cash necessary to pay the taxes due. However, if our

shares are listed on a national securities exchange, the property owner can sell the shares to obtain the cash needed to pay the taxes due. As a result, listing our shares on a national securities exchange may make our operating partnership's limited partner units more attractive as acquisition consideration to potential property sellers.

Phased In Liquidity for Stockholders. For the reasons discussed above, our Board of Directors may determine that a Listing is in the best interests of our company and our stockholders independent of any liquidity that our stockholders may obtain as a result of a Listing. Additionally, listing on a national securities

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exchange would ultimately provide our stockho