

HEALTHCARE TRUST OF AMERICA, INC.

Form 424B5

July 07, 2016

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EXPLANATORY NOTE

The Registrant is filing this preliminary prospectus supplement pursuant to Rule 424 of the Securities Act of 1933, as amended, solely to correct the printer's inadvertent reference to Registration Statement No. 333-185668 in the previous filing of this preliminary prospectus supplement earlier today. No changes have been made to the preliminary prospectus supplement. The only change is to reference Registration Statement No. 333-202388 in the header of the filing as required by Rule 424.

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

**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JULY 7, 2016**

**PRELIMINARY PROSPECTUS SUPPLEMENT**

(To Prospectus dated February 27, 2015)

**Healthcare Trust of America Holdings, LP**

**\$**

**% Senior Notes due 2026**

**fully and unconditionally guaranteed by**

**Healthcare Trust of America, Inc.**

We are offering \$ aggregate principal amount of our % Senior Notes due , 2026 (the Notes ). The Notes will bear interest at the rate of % per year, payable semi-annually in arrears on and of each year, beginning , 2017. The Notes will mature on , 2026. The Notes will be fully and unconditionally guaranteed by Healthcare Trust of America, Inc., which has no material assets other than its investment in us. We may redeem some or all of the Notes at our option at any time or from time to time at the applicable redemption price described herein. If the Notes are redeemed on or after , 2026 (90 days prior to the maturity date), the redemption price will be equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest thereon to the applicable redemption date. See Description of Notes Our Redemption Rights. We will issue the Notes only in registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The Notes will be our general unsecured and unsubordinated obligations and will rank equally in right of payment with all of our existing and future senior unsecured indebtedness and senior in right of payment to any of our subordinated indebtedness. As a result, the Notes will be effectively subordinated in right of payment to all of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness and structurally subordinated in right of payment to all existing and future liabilities and other indebtedness, whether

secured or unsecured, of our subsidiaries.

The Notes are a new issue of securities with no established trading market. We do not intend to list the Notes on any national securities exchange or for quotation of the Notes on an automated dealer quotation system.

**You should consider the risks that we have described in Risk Factors beginning on page S-6 of this prospectus supplement, as well as those described in our and Healthcare Trust of America, Inc.'s most recent Annual Report on Form 10-K, as updated by the subsequent filings under the Securities Exchange Act of 1934, as amended (the Exchange Act), before investing in the Notes.**

Neither the Securities and Exchange Commission (SEC) nor any state securities commission has approved or disapproved of the notes or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

		Offering Price(1)	Underwriting Discounts	Proceeds to Us, Before Expenses(1)
Per	% Senior Note due 2026	%	%	%
Total		\$	\$	\$

(1) Plus accrued interest, if any, from \_\_\_\_\_, 2016 to the date of delivery.

The underwriters expect to deliver the Notes to purchasers in book-entry form only through The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *societe anonyme*, and Euroclear Bank, S.A./N.V. as operator of the Euroclear System, on or about \_\_\_\_\_, 2016.

### Joint Book-Running Managers

US Bancorp

J.P. Morgan

The date of this prospectus supplement is July \_\_\_\_\_, 2016.

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**You may rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus to which we have referred you. We and the underwriters have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.**

**We and the underwriters are not making an offer of these securities in any jurisdiction where such an offer is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is comprised of two parts. The first part is this prospectus supplement, which contains the terms of this offering of the Notes and other information. The second part is the accompanying prospectus dated February 27, 2015, which is part of our Registration Statement on Form S-3 (No. 333-202388) and contains more general information, some of which does not apply to this offering.

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in *Where You Can Find More Information* and *Incorporation of Certain Documents by Reference* in this prospectus supplement.

No person is authorized to give any information or to make any representation that is different from, or in addition to, those contained or incorporated by reference into this prospectus supplement, the accompanying prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. Neither the delivery of this prospectus supplement and the accompanying prospectus, nor any sale made hereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained or incorporated by reference into this prospectus supplement or the accompanying prospectus is correct as of any time subsequent to the date of such information.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the Notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or an invitation on our behalf or the underwriters or any of them, to subscribe for or purchase any of the Notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See *Underwriting (Conflicts of Interest)*.

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**SUMMARY**

*This summary highlights key information contained elsewhere in this prospectus supplement. This summary is not complete and does not contain all the information that may be important to you. Before making an investment decision, you should read carefully this entire prospectus supplement and the documents incorporated by reference herein, including the financial statements and related notes as well as the Risk Factors section in our and Healthcare Trust of America, Inc.'s most recent Annual Report on Form 10-K, as updated by the subsequent filings under the Exchange Act. Unless otherwise indicated, references in this prospectus supplement to we, our, us or our company refer to Healthcare Trust of America Holdings, LP, a Delaware limited partnership, and its consolidated subsidiaries.*

**Healthcare Trust of America, Inc. and Healthcare Trust of America Holdings, LP**

Healthcare Trust of America, Inc., our sole general partner, is a fully integrated, self-administered and internally managed real estate investment trust ( 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 Healthcare Trust of America, Inc.'s operations. We invest primarily in high-quality medical office buildings in our target markets, and have acquired high-quality medical office buildings and other facilities that serve the healthcare industry with an aggregate purchase price of approximately \$3.7 billion to create a portfolio of medical office buildings ( MOBs ) and other healthcare assets consisting of approximately 16.2 million square feet of gross leasable area ( GLA ) throughout the U.S. Approximately 97% of our portfolio, based on GLA, was located on the campuses of, or aligned with, nationally or regionally recognized healthcare systems. We continue to focus on building relationships with strong tenants and healthcare systems that are leaders in their markets. The leased rate for our portfolio was 92.1% (includes leases which have been executed, but which have not yet commenced) and the occupancy rate was 91.4% as of March 31, 2016. Approximately 60% of our annualized base rent as of March 31, 2016 was derived from tenants that have (or whose parent companies have) a credit rating from a nationally recognized rating agency. Our portfolio is diversified geographically across 29 states, with no state having more than 14% of our total GLA as of March 31, 2016. We are concentrated in locations that we have determined to be strategic based on demographic trends and projected demand for MOBs, and we expect to continue to invest in these markets. We have concentrations in the following key markets and Top 75 metropolitan statistical areas: Albany, Atlanta, Austin, Boston, Charleston, Columbus, Dallas, Denver, Greenville, Honolulu, Houston, Indianapolis, Miami, Orlando, Phoenix, Pittsburgh, Raleigh, Tampa and White Plains.

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 website at [www.htareit.com](http://www.htareit.com), at which there is additional information about us. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this prospectus supplement or any other report or document that either we or Healthcare Trust of America, Inc. files with or furnishes to the SEC.

**Recent Developments**

During the second quarter of 2016, we completed investments of \$273.8 million (96% leased and approximately 919,000 square feet of gross leasable area). These investments are located in several of our key markets (Columbus, Ohio, Dallas, Texas, and Hartford, Connecticut), and we strategically expanded our presence into a new market (Oregon). These investments include the following:

Hilliard II MOB (Columbus, OH). This MOB has 35,000 square feet of GLA and was 75% occupied as of April 5, 2016, the date we acquired this property for \$8.5 million.

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Connecticut MOB Portfolio (primarily in New Haven, CT). This 26 building MOB portfolio was acquired on April 15, 2016 for \$180.3 million, consists of over 579,000 square feet of GLA and was 98% occupied as of such date. This MOB portfolio is affiliated with the Eastern Connecticut Health Network and Hartford Healthcare. This acquisition increases our total investment in New England to approximately \$1 billion in investments and 3.0 million square feet within a 120 mile radius.

Polaris MOB (Columbus, OH). This MOB has 45,000 square feet of GLA and was 100% occupied as of April 21, 2016, the date we acquired this property for \$14.6 million.

Legacy MOB (Woodburn, OR). This MOB has 23,000 square feet of GLA and was 100% occupied as of May 18, 2016, the date we acquired this property for \$7.8 million. This investment expanded our presence into our 30<sup>th</sup> state of Oregon.

Independence MOB (Dallas, TX). This MOB has 72,000 square feet of GLA and was 90% occupied as of May 20, 2016, the date we acquired this property for \$24.0 million.

Simon Williamson MOB (Birmingham, AL). This MOB has 102,000 square feet of GLA and was 100% occupied as of June 30, 2016, the date we acquired this property for \$27.8 million.

Middletown MOB (Middletown, CT). This two building MOB portfolio has 64,000 square feet of GLA and was 80% occupied as of June 30, 2016, the date we acquired these properties for \$11.0 million.



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**THE OFFERING**

*The summary below describes the principal terms of the Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The section entitled *Description of Notes* of this prospectus supplement contains a more detailed description of the terms and conditions of the Notes and the indenture governing the Notes. For purposes of this section entitled *The Offering and the Description of Notes*, references to *we, us, and our* or *Healthcare Trust of America Holdings, LP* refer only to *Healthcare Trust of America Holdings, LP* and not to its subsidiaries.*

Issuer	Healthcare Trust of America Holdings, LP
Guarantor	Healthcare Trust of America, Inc.
Notes Offered	\$      aggregate principal amount of      % Senior Notes due 2026.
Ranking of Notes	<p>The Notes will be our general unsecured and unsubordinated obligations and will:</p> <p style="padding-left: 40px;">rank equally in right of payment with all of our existing and future senior unsecured and unsubordinated indebtedness, including our 3.70% Senior Notes due 2023 (the 2023 Notes ) and our 3.38% Senior Notes due 2021 (the 2021 Notes ) and senior in right of payment to any of our subordinated indebtedness;</p> <p style="padding-left: 40px;">be effectively subordinated in right of payment to all of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness; and</p> <p style="padding-left: 40px;">be structurally subordinated in right of payment to all existing and future liabilities and other indebtedness, whether secured or unsecured, of our subsidiaries.</p> <p>As of March 31, 2016, we had approximately \$327.1 million of secured indebtedness (including approximately \$2.5 million in net premium and \$639,000 in net deferred financing costs associated with our secured mortgage debt) and \$1,340.2 million of unsecured and unsubordinated indebtedness (including approximately \$1.7 million and \$1.7 million in net discount associated with our 2023 Notes and our 2021 Notes, respectively, and \$7.3 million in net deferred financing costs)</p>

outstanding on a consolidated basis. Of such indebtedness, all of the secured indebtedness and none of the unsecured and unsubordinated indebtedness was attributable to our subsidiaries.

Guarantee

The Notes will be fully and unconditionally guaranteed by Healthcare Trust of America, Inc. The guarantee will be an unsecured and unsubordinated obligation of Healthcare Trust of America, Inc. and will rank equally in right of payment with other unsecured and unsubordinated obligations of Healthcare Trust of America, Inc. Healthcare Trust of America, Inc. has no material assets other than its investment in us.

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Interest	The Notes will bear interest at a rate of % per year. Interest will be payable semi-annually in arrears on and of each year, beginning , 2017.
Maturity	The Notes will mature on , 2026 unless previously redeemed by us at our option prior to such date.
Our Redemption Rights	We may redeem the Notes at our option and in our sole discretion, at any time in whole or from time to time in part, at the applicable redemption price specified in this prospectus supplement. If the Notes are redeemed on or after , 2026 (90 days prior to the maturity date), the redemption price will be equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest thereon to the applicable redemption date. See Description of Notes Our Redemption Rights.
Sinking Fund	None.
Certain Covenants	<p>The indenture governing the Notes contains certain covenants that, among other things, limit our, the guarantor s and our subsidiaries ability to:</p> <p>consummate a merger, consolidation or sale of all or substantially all of our assets; and</p> <p>incur secured and unsecured indebtedness.</p> <p>These covenants are subject to a number of important exceptions and qualifications. See Description of Notes.</p>
Use of Proceeds	We expect that the net proceeds of this offering will be approximately \$ million, after deducting the underwriting discount and estimated offering expenses payable by us. We intend to use the net proceeds of this offering (i) to repay a portion of the outstanding indebtedness under the revolving credit and term loan facility and (ii) for general corporate purposes, including, without limitation, working capital and investment in real estate. See Use of Proceeds.

Trading

The Notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the Notes on any securities exchange or for quotation of the Notes on any automated dealer quotation system. The underwriters have advised us that they intend to make a market in the Notes, but they are not obligated to do so and may discontinue any market-making at any time without notice.

Book-Entry Form

The Notes will be issued in the form of one or more fully-registered global Notes in book-entry form, which will be deposited with, or on behalf of, The Depository Trust Company, commonly known as DTC, in New York, New York. Beneficial interests in the global certificate

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representing the Notes will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and such interests may not be exchanged for certificated Notes, except in limited circumstances.

**Additional Notes**

We may, without the consent of holders of the Notes, increase the principal amount of the Notes by issuing additional notes in the future on the same terms and conditions (except for any difference in the issue date, issue price and interest accrued prior to the issue date of the additional notes, and, if applicable, the first interest payment date), and with the same CUSIP number as the Notes offered hereby so long as such additional notes are fungible for U.S. federal income tax purposes with the Notes offered hereby.

**Risk Factors**

You should consider the risks that we have described in Risk Factors beginning on page S-6 of this prospectus supplement, as well as those described in our and Healthcare Trust of America, Inc.'s most recent Annual Report on Form 10-K, as updated by the subsequent filings under the Exchange Act to read about factors that you should consider before investing in the Notes.

**Trustee and Paying Agent**

U.S. Bank National Association.

**Governing Law**

The indenture governing the Notes, the Notes and the guarantee will be governed by, and construed in accordance with, the laws of the State of New York.

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**RISK FACTORS**

*Investment in the Notes involves risks, including risks inherent in our business and in the business of Healthcare Trust of America, Inc., the guarantor of the Notes. In addition to the information presented in this prospectus supplement and the risk factors in our and Healthcare Trust of America, Inc.'s most recent Annual Report on Form 10-K, as updated by the subsequent filings under the Exchange Act, that are incorporated by reference in this prospectus supplement, you should consider carefully the following risk factors before deciding to purchase the Notes.*

*Any of the risks discussed below or in our and Healthcare Trust of America, Inc.'s filings under the Exchange Act incorporated by reference in this prospectus supplement could have a material impact on our business, financial condition or results of operations. In that case, our ability to pay interest on the Notes when due or to repay the Notes at maturity could be adversely affected, and the trading price of the Notes could decline substantially, and you may lose all or part of your investment.*

**Risks Related to the Notes and the Offering**

***The Notes will be effectively subordinated to our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness, and to the existing and future liabilities of our subsidiaries.***

Our obligations under our senior unsecured revolving credit and term loan facility, our senior unsecured term loan facility, our 2023 Notes, our 2021 Notes and the Notes are unsecured, but our obligations under certain other financing arrangements with lenders are secured by mortgages and security interests in certain of our properties and the ownership interests of certain of our subsidiaries. As of March 31, 2016, we had approximately \$327.1 million of secured indebtedness (including approximately \$2.5 million in net premium and \$639,000 in net deferred financing costs associated with our secured mortgage debt) outstanding. Holders of existing and future secured debt that we or our subsidiaries have incurred or may incur will have claims that are prior to your claims as holders of the Notes to the extent of the value of the assets securing such debt. If we were declared bankrupt or insolvent, or if we default under our secured financing arrangements, the funds borrowed thereunder, together with accrued interest, could become immediately due and payable. If we were unable to repay such indebtedness, the lenders could foreclose on the pledged assets to the exclusion of holders of the Notes, even if an event of default exists under the indenture governing the Notes at such time. In any such event, because the Notes are not secured by any of such assets, it is possible that there would not be sufficient assets from which your claims could be satisfied.

In addition, none of our subsidiaries will guarantee the Notes. Payments on the Notes are only required to be made by us and by Healthcare Trust of America, Inc. As a result, no payments are required to be made by, and holders of Notes will not have a claim against the assets of, our subsidiaries, except if those assets are transferred, by dividend or otherwise, to us or to Healthcare Trust of America, Inc. Therefore, although the Notes are unsubordinated obligations, they will be effectively subordinated to all liabilities, including trade payables, of our current and future subsidiaries. Our subsidiaries are separate and distinct legal entities and have no obligation to pay any amounts due under our indebtedness, including the Notes, or to make any funds available to us, whether by paying dividend, distribution, loan or other payments. Payments to us by our subsidiaries will also be contingent upon our subsidiaries' earnings and their business considerations. Our subsidiaries had approximately \$327.1 million of secured indebtedness (including approximately \$2.5 million in net premium and \$639,000 in net deferred financing costs associated with our secured mortgage debt) outstanding as of March 31, 2016.

***Our substantial indebtedness may affect our ability to operate our business, and may have a material adverse effect on our financial condition and results of operations.***

As of March 31, 2016, we had approximately \$1,667.3 million of indebtedness (including approximately \$2.5 million in net premium associated with our secured mortgage debt, approximately \$1.7 million in net

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discount associated with our 2023 Notes and approximately \$1.7 million in net discount associated with our 2021 Notes and approximately \$8.0 million in net deferred financing costs) outstanding. In addition, as of March 31, 2016, \$548.5 million was available to us to borrow under the revolving credit facility of our senior unsecured revolving credit and term loan facility.

Our indebtedness could have significant adverse consequences to us and the holders of the Notes, such as:

limiting our ability to satisfy our financial obligations, including those relating to the Notes;

limiting our ability to obtain additional financing to fund our working capital needs, acquisitions, capital expenditures or other debt service requirements or for other purposes;

limiting our ability to use operating cash flow in other areas of our business because we must dedicate a substantial portion of these funds to service debt;

limiting our ability to compete with other companies who are not as highly leveraged, as we may be less capable of responding to adverse economic and industry conditions;

restricting us from making strategic acquisitions, developing properties or exploiting business opportunities;

restricting the way in which we conduct our business because of financial and operating covenants;

covenants in the agreements governing our and our subsidiaries' existing and future indebtedness;

exposing us to potential events of default (if not cured or waived) under financial and operating covenants contained in our or our subsidiaries' debt instruments that could have a material adverse effect on our business, financial condition and operating results;

increasing our vulnerability to a downturn in general economic conditions; and

limiting our ability to react to changing market conditions in our industry and in our tenants' and borrowers' industries.

In addition to our debt service obligations, our operations may require substantial investments on a continuing basis. Our ability to make scheduled debt payments, to refinance our obligations with respect to our indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of our operating assets and properties, as well as to provide capacity for the growth of our business, depends on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other



factors.

***Our existing credit facilities and indenture, as well as the indenture governing the Notes, contain restrictions that limit our flexibility in operating our business.***

Our existing credit facilities contain a number of covenants that impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

incur additional debt;

pay dividends on or make distributions in respect of Healthcare Trust of America, Inc.'s capital stock or make other restricted payments;

make certain payments on debt that is subordinated to the Notes;

make certain investments;

sell or transfer assets;

create liens on certain assets;

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consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and

enter into certain transactions with our affiliates.

In addition, the existing indenture governing our 2023 Notes, the existing indenture governing our 2021 Notes and the indenture governing the Notes contains financial and operating covenants, including restrictions on our ability to:

consummate a merger, consolidation or sale of all or substantially all of our assets; and

incur additional secured and unsecured indebtedness.

Any of these restrictions could limit our ability to plan for or react to market conditions and could otherwise restrict our business activities. Our ability to comply with these and other provisions of our existing credit facilities and the indentures may be affected by changes in our operating and financial performance, changes in general business and economic conditions, adverse regulatory developments or other events adversely impacting us. Our operating results may not be sufficient to service our indebtedness or to fund our other expenditures and we may not be able to obtain financing to meet these requirements. See [Description of Other Indebtedness](#) and [Description of Notes](#).

***Despite our substantial indebtedness, we or our subsidiaries may still incur significantly more debt, which could exacerbate any or all of the risks related to our indebtedness, including our inability to pay the principal of or interest on the Notes.***

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although the agreements governing our unsecured and secured indebtedness, including our existing credit facilities and the indentures, limit our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. To the extent that we or our subsidiaries incur additional indebtedness or other such obligations, we may face additional risks associated with our indebtedness, including our possible inability to pay the principal of or interest on the Notes.

***If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the Notes.***

Any default under the agreements governing our indebtedness, including a default under our existing credit facilities, that is not waived by the required holders of such indebtedness, could leave us unable to pay principal, premium, if any, or interest on the Notes and could substantially decrease the market value of the Notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, or interest on such indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, including our existing credit facilities, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with any accrued and unpaid interest, the lenders under our existing credit facilities could elect to terminate their commitments or cease making further loans and we could be forced into bankruptcy or liquidation. In addition, a default (or an event of default) under agreements governing our indebtedness may trigger a cross default or cross-acceleration under our other agreements, including our existing credit facilities. If any of our indebtedness is accelerated, we may not be able to repay it.

***We may not be able to generate sufficient cash flow to meet our debt service obligations.***

Our ability to make payments on and to refinance our indebtedness, including the Notes, and to fund our operations, working capital and capital expenditures, depends on our ability to generate cash in the future. To

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a certain extent, our cash flow is subject to general economic, industry, financial, competitive, operating, legislative, regulatory and other factors, many of which are beyond our control.

We cannot assure you that our business will generate sufficient cash flow from operations or that future sources of cash will be available to us in an amount sufficient to enable us to pay amounts due on our indebtedness, including the Notes, or to fund our other liquidity needs. Additionally, if we incur additional indebtedness in connection with future acquisitions or development projects or for any other purpose, our debt service obligations could increase.

We may need to refinance all or a portion of our indebtedness, including the Notes, on or before maturity. Our ability to refinance our indebtedness or obtain additional financing will depend on, among other things:

our financial condition and market conditions at the time; and

restrictions in the agreements governing our indebtedness.

As a result, we may not be able to refinance any of our indebtedness, including the Notes, on commercially reasonable terms, or at all. If we do not generate sufficient cash flow from operations, and additional borrowings or refinancings or proceeds of asset sales or other sources of cash are not available to us, we may not have sufficient cash to enable us to meet all of our obligations, including payments on the Notes. Accordingly, if we cannot service our indebtedness, we may have to take actions such as seeking additional equity or delaying capital expenditures, or strategic acquisitions and alliances, any of which could have a material adverse effect on our operations. We cannot assure you that we will be able to effect any of these actions on commercially reasonable terms, or at all.

***Failure to hedge effectively against interest rate changes may adversely affect our results of operations and our ability to meet our debt service obligations, including payments on the Notes.***

As of March 31, 2016, we had approximately \$779.9 million of variable interest rate debt outstanding. We seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements, to which approximately \$280.9 million of our variable interest rate debt was subject as of March 31, 2016. However, these hedging arrangements involve risk, including the risk that counterparties may fail to honor their obligations under these arrangements, that these arrangements may not be effective in reducing our exposure to interest rate changes and that these arrangements may result in higher interest rates than we would otherwise have. Moreover, no hedging activity can completely insulate us from the risks associated with changes in interest rates. Failure to hedge effectively against interest rate changes may materially adversely affect our results of operations and our ability to meet our debt service obligations, including payments on the Notes.

***There is currently no trading market for the Notes, and a trading market for the Notes may not develop or be sustained.***

The Notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the Notes on any securities exchange or for quotation of the Notes on any automated dealer quotation system. Although the underwriters have advised us that they intend to make a market in the Notes, they are not obligated to do so and may discontinue any market-making at any time without notice. Accordingly, an active trading market may not develop for the Notes and, even if one develops, may not be maintained. The liquidity of the trading market, if any, and future trading prices of the Notes will depend on many factors, including, among other things, prevailing interest rates, the financial condition, results of operations, business, prospects and credit quality of us, Healthcare Trust of

America, Inc. and our subsidiaries, and other comparable entities, the market for similar securities and the overall securities market, and may be adversely affected by unfavorable changes in any of these factors, some of which are beyond our control. If an active trading market for the Notes does not develop or is not maintained, the market price and liquidity of the Notes is likely to be adversely affected, and holders may not be able to sell their Notes at desired times and prices or at all.

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***Healthcare Trust of America, Inc. has no significant operations and no material assets, other than its investment in us.***

The Notes will be fully and unconditionally guaranteed by Healthcare Trust of America, Inc. However, Healthcare Trust of America, Inc. has no significant operations and no material assets, other than its investment in us. Furthermore, Healthcare Trust of America, Inc.'s guarantee of the Notes will be effectively subordinated in right of payment to all existing and future unsecured and secured liabilities of its subsidiaries (including us and any entity Healthcare Trust of America, Inc. accounts for under the equity method of accounting). As of March 31, 2016, the total indebtedness of Healthcare Trust of America, Inc.'s subsidiaries (including us) was approximately \$1,667.3 million of indebtedness (including approximately \$2.5 million in net premium associated with our secured mortgage debt, approximately \$1.7 million in net discount associated with our 2023 Notes and approximately \$1.7 million in net discount associated with our 2021 Notes and approximately \$8.0 million in net deferred financing costs).

***Federal and state statutes allow courts, under specific circumstances, to void guarantees and require holders of Notes to return payments received from guarantors.***

Under the federal bankruptcy law and provisions of state fraudulent transfer laws, a guarantee, such as the guarantee provided by Healthcare Trust of America, Inc., could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

received less than reasonably equivalent value or fair consideration for the incurrence of the guarantee; and

either:

was insolvent or rendered insolvent by reason of the incurrence of the guarantee;

was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital;

intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they mature; or

intended to hinder, delay or defraud creditors.

In addition under such circumstances, any payment by that guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor, or to a fund for the benefit of the creditors of the guarantor, as the case may be.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they became absolute and mature; or

it could not pay its debts as they become due.

A court would likely find that a guarantor did not receive reasonably equivalent value or fair consideration for its guarantee unless it benefited directly or indirectly from the issuance of the Notes. If a court voided Healthcare Trust of America, Inc.'s guarantee of the Notes, you would no longer have a claim against such guarantor or the benefit of the assets of such guarantor constituting collateral that purportedly secured such

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guarantee and would be creditors solely of us. In addition, the court might direct holders of the Notes to repay any amounts already received from a guarantor. If the court were to void Healthcare Trust of America, Inc.'s guarantee, we cannot assure you that funds would be available to pay the Notes from any of our subsidiaries or from any other source.

### ***An increase in interest rates could result in a decrease in the relative value of the Notes.***

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, if you purchase these Notes and market interest rates increase, the market value of your Notes may decline. We cannot predict the future level of market interest rates.

### ***We may choose to redeem the Notes when prevailing interest rates are relatively low.***

The Notes are redeemable at our option and we may choose to redeem some or all of the Notes from time to time, especially when prevailing interest rates are lower than the rate borne by the Notes. If prevailing rates are lower at the time of redemption, you would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the Notes being redeemed. See Description of Notes Our Redemption Rights.

### ***The Notes may not be rated or may receive a lower rating than anticipated.***

The Notes may be rated by one or more nationally recognized statistical rating organizations. The credit ratings of the Notes will primarily reflect the assessment of rating organizations of our financial strength and our ability to pay our debts when due, and will change in accordance with our financial strength. Any rating is not a recommendation to purchase, sell or hold any particular security, including the Notes. Ratings do not comment as to market price or suitability for a particular investor. In addition, ratings at any time may be lowered or withdrawn in their entirety. The ratings of the Notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or value of, the Notes. Actual or anticipated changes or downgrades in our credit rating, including any announcement that our rating is under further review for a downgrade, could affect the market value of the Notes, increase our corporate borrowing costs and limit availability of capital.

### ***The underwriters may have conflicts of interest that arise out of contractual relationships they or their affiliates have with us.***

We intend to use the net proceeds of this offering (i) to repay a portion of the outstanding indebtedness under the revolving credit and term loan facility and (ii) for general corporate purposes, including, without limitation, working capital and investment in real estate. U.S. Bank National Association, an affiliate of U.S. Bancorp Investments, Inc., one of the underwriters participating in this offering, is a lender under our senior unsecured revolving credit facility and term loan facility. In addition, JP Morgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities LLC, one of the underwriters participating in this offering, is the administrative agent and a lender under our senior unsecured revolving credit and term loan facility. Accordingly, a portion of the net proceeds of this offering will be received by U.S. Bank National Association and JP Morgan Chase Bank, N.A. and such other affiliates. U.S. Bank National Association will also serve as trustee under the indenture governing the Notes and will receive customary compensation thereunder. As a result, certain of the underwriters and their affiliates have an interest in the successful completion of this offering beyond the customary underwriters' discounts received by such underwriters, which could result in a conflict of interest and cause them to act in a manner that is not in the best interests of us or our investors in this offering.



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**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 of 1933, as amended, or the Securities Act, and Section 21E of 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, and other 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;

delays in liquidating defaulted mortgage loan investments;

changes in interest rates;

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the availability of capital and financing;

restrictive covenants in our existing credit facilities;

changes in our credit rating;

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

Healthcare Trust of America, Inc.'s ability to remain qualified as a REIT; and

the factors included in this prospectus supplement and any documents we incorporate by reference herein, including those set forth in our and Healthcare Trust of America, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and Quarterly Report on Form 10-Q for the period ended March 31, 2016, under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

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, our security holders 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.

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**USE OF PROCEEDS**

We estimate that the net proceeds of this offering will be approximately \$                    million, after deducting the underwriting discounts and estimated offering expenses payable by us.

We intend to use the net proceeds of this offering (i) to repay a portion of the outstanding indebtedness under the revolving credit and term loan facility and (ii) for general corporate purposes, including, without limitation, working capital and investment in real estate. U.S. Bank National Association, an affiliate of U.S. Bancorp Investments, Inc., one of the underwriters participating in this offering, is a lender under our senior unsecured revolving credit facility and term loan facility. In addition, JP Morgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities LLC, one of the underwriters participating in this offering, is the administrative agent and a lender under our senior unsecured revolving credit and term loan facility. As a result, a portion of the net proceeds of this offering will be received by U.S. Bank National Association and JP Morgan Chase Bank, N.A. and such other affiliates. U.S. Bank National Association will also serve as trustee under the indenture governing the Notes and will receive customary compensation thereunder. See Underwriting (Conflicts of Interest) Conflicts of Interest.

As of March 31, 2016, we had \$596.0 million outstanding under our \$1,150.0 million unsecured revolving credit and term loan facility, comprised of \$300.0 million outstanding under the \$300.0 million term loan and \$296.0 million outstanding under the \$850.0 million revolving credit facility. Our unsecured revolving credit facility matures on January 31, 2020. Our unsecured term loan matures on January 31, 2019, with a one-year extension option, subject to certain conditions. The borrowings under the senior unsecured revolving credit and term loan facility were used for our 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 Healthcare Trust of America, Inc.'s credit ratings. The margin associated with our borrowings as of March 31, 2016 was 1.15% per annum. Borrowings under the \$850.0 million unsecured revolving credit facility accrue interest equal to adjusted LIBOR plus a margin ranging from 0.88% to 1.55% per annum based on our and Healthcare Trust of America, Inc.'s credit ratings. We also pay a facility fee ranging from 0.13% to 0.30% per annum on the aggregate commitments under the unsecured revolving credit facility. As of March 31, 2016, the margin associated with our borrowings was 1.05% per annum and the facility fee was 0.20% per annum. See Description of Other Indebtedness.

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The following table sets forth our ratio of earnings to fixed charges for each of the periods shown:

	<b>Healthcare Trust of America Holdings, LP</b>					
	<b>Three Months ended</b>					
	<b>March 31,</b>		<b>Year Ended December 31,</b>			
	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Ratio of Earnings to Fixed Charges(1)	1.65	1.55	1.78	1.46	(2)	1.13

- (1) We restated the information for the years ended December 31, 2013, 2012 and 2011 to conform to our 2014 presentation. The results of operations of the property that was previously classified as held for sale has been reclassified out of discontinued operations for the periods ended 2013, 2012 and 2011.
- (2) The ratio of earnings to fixed charges was less than one-to-one for the year ended December 31, 2012. The total fixed charges for that year was \$46.7 million, and the total earnings were \$22.3 million. The deficiency amounts, or the amounts of fixed charges in excess of earnings for that year was \$24.4 million.

	<b>Healthcare Trust of America, Inc.</b>					
	<b>Three Months ended</b>					
	<b>March 31,</b>		<b>Year Ended December 31,</b>			
	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>
Ratio of Earnings to Fixed Charges(1)	1.64	1.55	1.77	1.45	(2)	1.13

- (1) We restated the information for the years ended December 31, 2013, 2012 and 2011 to conform to our 2014 presentation. The results of operations of the property that was previously classified as held for sale has been reclassified out of discontinued operations for the periods ended 2013, 2012 and 2011.
- (2) The ratio of earnings to fixed charges was less than one-to-one for the year ended December 31, 2012. The total fixed charges for that year was \$46.7 million, and the total earnings were \$22.3 million. The deficiency amounts, or the amounts of fixed charges in excess of earnings for that year was \$24.4 million.

We have computed the ratios of earnings to fixed charges by dividing earnings by fixed charges. For the purposes of computing these ratios, earnings have been calculated by adding fixed charges to pre-tax income (loss) from continuing operations and fixed charges as the sum of interest expensed, amortized premiums, discounts and capitalized expenses related to indebtedness and the estimate of interest within rental expense.

There was no preferred stock of Healthcare Trust of America Holdings, LP outstanding for any of the periods shown above. Accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends was identical to the ratio of earnings to fixed charges for each period.



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**CAPITALIZATION**

The following table sets forth our capitalization as of March 31, 2016: