

HEALTHCARE TRUST OF AMERICA, INC.  
Form 8-K  
September 27, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 27, 2013 (March 22, 2013)

HEALTHCARE TRUST OF AMERICA, INC.

(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Maryland<br>(State or other jurisdiction<br>of incorporation) | 001-35568<br>(Commission<br>File Number) | 20-4738467<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

16435 N. Scottsdale Road, Suite 320  
Scottsdale, Arizona

(Address of principal executive  
offices)

(480) 998-3478

(Registrant's telephone number, including area code)

Not Applicable

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

85254

(Zip Code)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

This Current Report on Form 8-K is being filed by Healthcare Trust of America, Inc. (the “Company”) to present the financial statements for the acquired real properties described below as well as the related pro forma financial statements for the Company. These financial statements are being filed on Form 8-K in order to be incorporated by reference into the Company’s registration statements.

On March 22, 2013, the Company acquired a medical office building, or MOB, consisting of approximately 124,000 square feet located in Bryan - College Station, Texas (the “Texas A&M MOB”) for approximately \$39.8 million, plus closing costs.

On July 29, 2013, the Company acquired a MOB consisting of approximately 115,000 square feet located in Denver, Colorado (the “Lincoln MOB”) for approximately \$42.0 million, plus closing costs.

On September 20, 2013, the Company acquired a portfolio of MOBs consisting of approximately 428,000 square feet located in Florida (the “South Florida MOB Portfolio”) for approximately \$62.9 million, plus closing costs. The summary financial information presented does not reflect the economic consequences of new leases executed subsequent to June 30, 2013 totaling approximately 18,000 square feet and \$0.4 million of contractual annualized base rent.

Item 9.01 Financial Statements and Exhibits.

(a) Summary financial information of properties acquired.

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Texas A&M MOB

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(b) Pro forma financial information.

Healthcare Trust of America, Inc.

|    |  |           |
|----|--|-----------|
|    | <u>Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2013 and Condensed</u>  |           |
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|    | <u>Notes to Pro Forma Condensed Consolidated Balance Sheet as of June 30, 2013 and Condensed</u>                                     |           |
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(d) Exhibits.

23.1 Consent of Deloitte & Touche LLP, dated September 27, 2013.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Healthcare Trust of America, Inc.  
Scottsdale, Arizona

We have audited the accompanying Statement of Revenue and Certain Expenses of Texas A&M MOB, Bryan - College Station, Texas (the Historical Summary), for the year ended December 31, 2012. The Historical Summary is the responsibility of Healthcare Trust of America, Inc. and subsidiaries management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Historical Summary is free of material misstatement. Texas A&M MOB is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting as it relates to the Historical Summary. An audit includes consideration of internal control over financial reporting as it relates to the Historical Summary as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Texas A&M MOB's internal control over financial reporting as it relates to the Historical Summary. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the Historical Summary, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Historical Summary. We believe that our audit provide a reasonable basis for our opinion.

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in the current report on Form 8-K of Healthcare Trust of America, Inc. and subsidiaries) as discussed in Note 1 to the Historical Summary and is not intended to be a complete presentation of Texas A&M MOB's revenues and expenses.

In our opinion, such Historical Summary presents fairly, in all material respects, the revenue and certain expenses discussed in Note 1 to the Historical Summary of Texas A&M MOB for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

Phoenix, Arizona  
September 27, 2013

TEXAS A&M MOB  
STATEMENT OF REVENUES AND CERTAIN EXPENSES  
FOR THE YEAR ENDED DECEMBER 31, 2012  
(In thousands)

|  | Year Ended<br>December 31, 2012 |
|--|---------------------------------|
| Revenues:                              |                                 |
| Rental revenue                         | \$2,929                         |
| Tenant reimbursements and other income | 1,186                           |
| Total revenues                         | 4,115                           |
| Certain expenses:                      |                                 |
| Property operating and maintenance     | 687                             |
| Property taxes                         | 499                             |
| Total certain expenses                 | 1,186                           |
| Revenues in excess of certain expenses | \$2,929                         |

The accompanying notes are an integral part of the statement of revenues and certain expenses.

TEXAS A&M MOB  
 NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES  
 FOR THE YEAR ENDED DECEMBER 31, 2012

1. Organization and Summary of Significant Accounting Policies

Organization

The accompanying statement of revenues and certain expenses include the operations of the Texas A&M MOB (the “Property”) which was acquired by Healthcare Trust of America, Inc. (the “Company”), from a nonaffiliated third party. The Property was acquired on March 22, 2013 for approximately \$39.8 million. There were no assumed mortgage loans in connection with this acquisition.

Basis of Presentation

The statement of revenues and certain expenses (the “Historical Summary”) has been prepared for the purpose of complying with the provisions of Article 3-14 of Regulation S-X promulgated by the Securities and Exchange Commission (the “SEC”), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary includes the historical revenues, and certain operating expenses of the Property, exclusive of items which may not be comparable to the proposed future operations of the Property. Material amounts that would not be directly attributable to future operating results of the Property are excluded, and the Historical Summary is not intended to be a complete presentation of the Property’s revenues and expenses. Items excluded consist of depreciation, amortization, interest, and general and administrative expenses such as bank charges and professional services which are not expected to be comparable to future periods.

Revenue Recognition

Rental revenue is recognized on an accrual basis as it is earned over the lives of the respective tenant leases on a straight-line basis. Rental receivables are periodically evaluated for collectability. Tenant reimbursements for real estate taxes, common area maintenance and other recoverable costs are recognized as income in the period that the expenses are incurred. The reimbursements are recognized and presented gross, as the Property is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and bears the associated credit risk.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ materially from the estimates in the near term.

Property Operating and Maintenance Expenses

Property operating and maintenance expenses represent direct expenses of operating the Property and include maintenance, utilities, property management fees, repairs, and insurance costs that are expected to continue in the ongoing operations of the Property. Expenditures for maintenance and repairs are charged to operations as incurred.

Concentration of Credit Risk

For the year ended December 31, 2012, three tenants represented approximately 44%, 31% and 12%, respectively, of the Property’s total revenues.

2. Operating Leases

The aggregate annual future minimum lease payments to be received under existing operating leases as of December 31, 2012, are as follows (in thousands):

| Year       | Amount   |
|------------|----------|
| 2013       | \$2,701  |
| 2014       | 2,769    |
| 2015       | 2,839    |
| 2016       | 2,909    |
| 2017       | 2,978    |
| Thereafter | 10,762   |
| Total      | \$24,958 |

The above future minimum lease payments do not include payments for tenant reimbursements of certain expenses.



TEXAS A&M MOB  
 NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES - CONTINUED  
 FOR THE YEAR ENDED DECEMBER 31, 2012

3. Ground Lease

The aggregate annual future minimum lease obligations under an existing ground lease as of December 31, 2012, are as follows (in thousands):

| Year       | Amount  |
|------------|---------|
| 2013       | \$60    |
| 2014       | 60      |
| 2015       | 60      |
| 2016       | 60      |
| 2017       | 60      |
| Thereafter | 1,918   |
| Total      | \$2,218 |

4. Commitments and Contingencies

Litigation

The Property may be subject to legal claims in the ordinary course of business. The Company currently believes that the settlement of any potential claims will not have a material impact on the Property's results of operations.

Environmental Matters

In connection with the ownership and operation of real estate, the Property may be liable for costs and damages related to environmental matters. The Property has not been notified by any governmental authority of any non-compliance, liability or other claim, and the Company is not aware of any other environmental condition that it believes will have a material adverse effect on the Property's results of operations.

5. Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for recognition or disclosure through September 27, 2013, the date the financial statements were issued.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Healthcare Trust of America, Inc.  
Scottsdale, Arizona

We have audited the accompanying Statement of Revenue and Certain Expenses of Lincoln MOB, Denver, Colorado (the Historical Summary), for the year ended December 31, 2012. The Historical Summary is the responsibility of Healthcare Trust of America, Inc. and subsidiaries management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Historical Summary is free of material misstatement. Lincoln MOB is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting as it relates to the Historical Summary. An audit includes consideration of internal control over financial reporting as it relates to the Historical Summary as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Lincoln MOB's internal control over financial reporting as it relates to the Historical Summary. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the Historical Summary, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Historical Summary. We believe that our audit provide a reasonable basis for our opinion.

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in the current report on Form 8-K of Healthcare Trust of America, Inc. and subsidiaries) as discussed in Note 1 to the Historical Summary and is not intended to be a complete presentation of Lincoln MOB's revenues and expenses.

In our opinion, such Historical Summary presents fairly, in all material respects, the revenue and certain expenses discussed in Note 1 to the Historical Summary of Lincoln MOB for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

Phoenix, Arizona  
September 27, 2013



LINCOLN MOB  
 STATEMENTS OF REVENUES AND CERTAIN EXPENSES  
 FOR THE YEAR ENDED DECEMBER 31, 2012 AND SIX MONTHS ENDED JUNE 30, 2013 (UNAUDITED)  
 (In thousands)

|  | Year Ended<br>December 31, 2012 | Six Months Ended<br>June 30, 2013<br>(Unaudited) |
|--|---------------------------------|--|
| Revenues:                              |                                 |  |
| Rental revenue                         | \$3,005                         | \$1,502  |
| Tenant reimbursements and other income | 1,569                           | 855  |
| Total revenues                         | 4,574                           | 2,357  |
| Certain expenses:                      |                                 |  |
| Property operating and maintenance     | 900                             | 494  |
| Property taxes                         | 798                             | 430  |
| Total certain expenses                 | 1,698                           | 924  |
| Revenues in excess of certain expenses | \$2,876                         | \$1,433  |

The accompanying notes are an integral part of the statements of revenues and certain expenses.

LINCOLN MOB

NOTES TO STATEMENTS OF REVENUES AND CERTAIN EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 2012 AND SIX MONTHS ENDED JUNE 30, 2013

1. Organization and Summary of Significant Accounting Policies

Organization

The accompanying statements of revenues and certain expenses include the operations of the Lincoln MOB (the "Property") which was acquired by Healthcare Trust of America, Inc. (the "Company"), from a nonaffiliated third party. The Property, which included approximately 4 acres of undeveloped land, was acquired on July 29, 2013 for approximately \$42.0 million. There were no assumed mortgage loans in connection with this acquisition.

Basis of Presentation

The statements of revenues and certain expenses (the "Historical Summary") have been prepared for the purpose of complying with the provisions of Article 3-14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary includes the historical revenues, and certain operating expenses of the Property, exclusive of items which may not be comparable to the proposed future operations of the Property. Material amounts that would not be directly attributable to future operating results of the Property are excluded, and the Historical Summary is not intended to be a complete presentation of the Property's revenues and expenses. Items excluded consist of depreciation, amortization, interest, and general and administrative expenses such as asset management fees, bank charges and professional services which are not expected to be comparable to future periods. The statement of revenues and certain expenses for the period from January 1, 2013 to June 30, 2013 is unaudited and reflects all adjustments (consisting only of normal recurring adjustments), which are, in the opinion of management, necessary for a fair presentation of the operating results for the interim period presented. The statement of revenues and certain expenses for the period from January 1, 2013 to June 30, 2013 (unaudited) is not necessarily indicative of the expected results for the entire fiscal year ending December 31, 2013.

Revenue Recognition

Rental revenue is recognized on an accrual basis as it is earned over the lives of the respective tenant leases on a straight-line basis. Rental receivables are periodically evaluated for collectability. Tenant reimbursements for real estate taxes, common area maintenance and other recoverable costs are recognized as income in the period that the expenses are incurred. The reimbursements are recognized and presented gross, as the Property is generally the primary obligor with respect to purchasing goods and services from third-party suppliers, has discretion in selecting the supplier and bears the associated credit risk.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ materially from the estimates in the near term.

Property Operating and Maintenance Expenses

Property operating and maintenance expenses represent direct expenses of operating the Property and include maintenance, utilities, property management fees, repairs, and insurance costs that are expected to continue in the ongoing operations of the Property. Expenditures for maintenance and repairs are charged to operations as incurred.

Concentration of Credit Risk

For the year ended December 31, 2012, two tenants represented approximately 28% and 10%, respectively, of the Property's total revenues. For the six months ended June 30, 2013, two tenants represented approximately 28% and 10%, respectively, of the Property's total revenues (unaudited).



LINCOLN MOB

NOTES TO STATEMENTS OF REVENUES AND CERTAIN EXPENSES - CONTINUED  
FOR THE YEAR ENDED DECEMBER 31, 2012 AND SIX MONTHS ENDED JUNE 30, 2013

2. Operating Leases

The aggregate annual future minimum lease payments to be received under existing operating leases as of December 31, 2012, are as follows (in thousands):

| Year       | Amount   |
|------------|----------|
| 2013       | \$2,881  |
| 2014       | 2,966    |
| 2015       | 3,053    |
| 2016       | 2,760    |
| 2017       | 2,723    |
| Thereafter | 9,878    |
| Total      | \$24,261 |

The above future minimum lease payments do not include payments for tenant reimbursements of certain expenses.

3. Commitments and Contingencies

Litigation

The Property may be subject to legal claims in the ordinary course of business. The Company currently believes that the settlement of any potential claims will not have a material impact on the Property's results of operations.

Environmental Matters

In connection with the ownership and operation of real estate, the Property may be liable for costs and damages related to environmental matters. The Property has not been notified by any governmental authority of any non-compliance, liability or other claim, and the Company is not aware of any other environmental condition that it believes will have a material adverse effect on the Property's results of operations.

4. Subsequent Events

In preparing these financial statements, the Company has evaluated events and transactions for recognition or disclosure through September 27, 2013, the date the financial statements were issued.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Healthcare Trust of America, Inc.  
Scottsdale, Arizona

We have audited the accompanying Statement of Revenue and Certain Expenses of South Florida MOB Portfolio, Florida (the Historical Summary), for the year ended December 31, 2012. The Historical Summary is the responsibility of Healthcare Trust of America, Inc. and subsidiaries management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Historical Summary is free of material misstatement. South Florida MOB Portfolio is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting as it relates to the Historical Summary. An audit includes consideration of internal control over financial reporting as it relates to the Historical Summary as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of South Florida MOB Portfolio's internal control over financial reporting as it relates to the Historical Summary. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the Historical Summary, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the Historical Summary. We believe that our audit provide a reasonable basis for our opinion.