

HEALTHCARE TRUST OF AMERICA, INC.
Form 8-K
November 10, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

November 9, 2011

Healthcare Trust of America, Inc.

(Exact name of registrant as specified in its charter)

Maryland

000-53206

20-4738467

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

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

85254

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

480-998-3478

Not Applicable

Former name or former address, if changed since last report

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On November 9, 2011, we held our annual meeting of stockholders for the purpose of acting on the following four proposals properly brought before the meeting:

- (1) the election of the following six nominees to our board of directors: Scott D. Peters, W. Bradley Blair, II, Maurice J. DeWald, Warren D. Fix, Larry L. Mathis and Gary T. Wescombe;
- (2) the advisory vote on the compensation of our named executive officers, as disclosed in our proxy statement;
- (3) the advisory vote on the frequency of holding future advisory votes on named executive officer compensation; and
- (4) the ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

Proposal 1

All of the director nominees were elected. The number of votes cast for and votes withheld for each of the director nominees were as follows:

| Name | Votes | |
|----------------------|-------------|-----------|
| | Votes For | Withheld |
| Scott D. Peters | 112,138,707 | 5,554,935 |
| W. Bradley Blair, II | 112,323,103 | 5,370,539 |
| Maurice J. DeWald | 112,300,708 | 5,392,934 |
| Warren D. Fix | 112,236,772 | 5,456,870 |
| Larry L. Mathis | 112,422,085 | 5,271,556 |
| Gary T. Wescombe | 112,381,368 | 5,312,274 |

Proposal 2

Our stockholders approved, on a non-binding and advisory basis, the compensation of our named executive officers, as disclosed in our proxy statement. The number of votes cast for, the votes cast against and votes abstaining were as follows:

| Proposal | Votes For | Votes | |
|---------------------------------------------------------------------------------------|------------|------------|-------------|
| | | Against | Abstentions |
| Proposal 2. Advisory Vote to Approve the Compensation of Our Named Executive Officers | 96,064,769 | 10,324,820 | 11,304,053 |

Proposal 3

The option of three years as the frequency with which stockholders are provided future advisory votes on named executive compensation has been recommended by our stockholders on a non-binding and advisory basis. The number of votes cast for three years, two years, one year and votes abstaining were as follows:

| Proposal | Three | Two | One | Abstentions |
|-----------------------------------------------------------------------------------------------------------------|------------|-----------|------------|-------------|
| | Years | Years | Year | |
| Proposal 3. Advisory Vote on Frequency of Holding Future Advisory Votes on Named Executive Officer Compensation | 82,933,006 | 8,844,492 | 15,559,935 | 10,356,209 |

Proposal 4

The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011 was ratified by our stockholders. The number of votes cast for, the votes cast against and votes abstaining were as follows:

| Proposal | Votes For | Votes Against | Abstentions |
|------------------------------------------------------------------|------------------|----------------------|--------------------|
| Proposal 4. Ratification of Appointment of Deloitte & Touche LLP | 109,230,805 | 1,603,065 | 6,787,924 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Healthcare Trust of America, Inc.

By: /s/ Scott D. Peters

Name: Scott D. Peters

Title: Chief Executive Officer & President

November 10, 2011