HEALTHCARE TRUST OF AMERICA, INC.
Form 424B3
June 17, 2010

Table of Contents

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-158418

HEALTHCARE TRUST OF AMERICA, INC.
SUPPLEMENT NO. 3 DATED JUNE 17, 2010
TO THE PROSPECTUS DATED MARCH 19, 2010

This document supplements, and should be read in conjunction with our prospectus dated March 19, 2010, as supplemented by Supplement No. 1, dated March 19, 2010, and Supplement No. 2, dated March 19, 2010, relating to our offering of up to $2,200,000,000 of shares of common stock. The purpose of this Supplement No. 3 is to disclose:

- the status of our offerings;
- a description of our current portfolio;
- a recent acquisition;
- selected financial data;
- our performance funds from operations and modified funds from operations;
- information regarding our distributions;
- our property performance net operating income;
- an update to our risk factors;
- an update on self management;
- certain modifications to our compensation programs; and
- our quarterly report on Form 10-Q for the quarter ended March 31, 2010.

Status of our Offerings

As of March 19, 2010, we had received and accepted subscriptions in our initial public offering, or our initial offering, for 147,562,354 shares of our common stock, or $1,474,062,000, excluding shares issued pursuant to our distribution reinvestment plan. On March 19, 2010, we stopped offering shares of our common stock in our initial offering.

We commenced our follow-on public offering of shares of our common stock, or our follow-on offering, on March 19, 2010. As of June 15, 2010, we had received and accepted subscriptions in our follow-on offering for 8,524,144 shares of our common stock, or approximately $85,202,000, excluding shares issued pursuant to our distribution reinvestment plan. As of June 15, 2010, 191,475,856 shares remained available for sale to the public pursuant to our follow-on offering, excluding shares available pursuant to our distribution reinvestment plan. We will sell shares of our common stock in our follow-on offering until the earlier of March 19, 2012, unless extended, or the date on which the maximum amount has been sold.

Our Current Portfolio

We provide stockholders the potential for income and growth through investment in a diversified portfolio of real estate assets, focusing primarily on medical office buildings and healthcare-related facilities. During our initial

offering, we also invested to a limited extent in other quality properties that are healthcare-related. We focus primarily on income producing investments that may be located in multiple states. As of March 31, 2010, we had made 61 geographically diverse acquisitions comprising 193 buildings with approximately 8,073,000 square feet of gross leasable area, or GLA, and two real estate related assets for an aggregate purchase price of $1,606,201,000. Additionally, we purchased the remaining 20% interest in HTA-Duke Chesterfield Rehab, LLC, the JV Company that owns the Chesterfield Rehabilitation Center, an asset in which we had originally acquired an 80% interest in December 2007. Since March 31, 2010, we have acquired one medical office building for a purchase price of $40,472,000, which is discussed below under Recent Acquisitions. Each of our properties is 100% owned by our operating partnership. The tables below provide summary information regarding our properties as of March 31, 2010:

State	**Gross Leasable Area**	**Number[1]**	**Properties Owned as a Percentage of Aggregate Purchase Price**
Indiana	1,225,000	6	11.8%
South Carolina	1,045,000	4	12.7
Texas	1,000,000	12	16.4
Arizona	986,000	6	11.5
Florida	595,000	5	6.8
Ohio	523,000	7	4.9
Georgia	505,000	7	7.1
Tennessee	321,000	3	2.6
Wisconsin	315,000	2	4.8
Missouri	249,000	2	4.7
California	242,000	3	3.2
Oklahoma	186,000	1	1.9
Maryland	164,000	2	2.6
Minnesota	155,000	2	1.1
Colorado	145,000	2	2.1
Utah	112,000	1	1.9
Pennsylvania	109,000	1	1.7
New Hampshire	70,000	1	0.9
Kansas	63,000	1	0.9
Virginia	63,000	1	0.4
Total	8,073,000		100.0%

(1) In certain cases we have acquired portfolios that include properties in multiple states.

The table below depicts our total portfolio square footage by region as of March 31, 2010:

Region	**Gross Leasable Area**

Southeast	2,466,000
Midwest	2,404,000
Southwest	1,486,000
South	1,311,000
Northeast	406,000
Total	8,073,000

Table of Contents

The table below describes the type of real estate properties and other real estate related assets we owned as of March 31, 2010:

Type of Investment	Number of Investments	Gross Leasable Area
Medical Office	49	6,758,000
Healthcare-Related Facility	7	1,004,000
Office (Healthcare-Related)	3	311,000
Other Real Estate Related Assets	2	N/A
Total	61	8,073,000

The table below describes the average effective annual rent per square foot and the occupancy rate for each of the last five years ended December 31, 2009 and through March 31, 2010, for which we owned properties:

			December 31,			March 31,
	2005[(1)]	2006[(1)]	2007	2008	2009	2010
Average Effective Annual Rent per Square Foot	N/A	N/A	$18.41	$16.87	$17.25	$17.13
Occupancy	N/A	N/A	88.6%	91.3%	90.6%	91.3%

(1) We were initially capitalized on April 28, 2006 and therefore we consider that our date of inception. We purchased our first property on January 22, 2007.

The following table presents the sensitivity of our annual base rent due to lease expirations as of March 31, 2010 for the nine months ending December 31, 2010 and for each of the next ten years and thereafter at our properties by number, square feet, percentage of leased area, annual base rent and percentage of annual rent:

	Number of Leases Expiring	Total Sq. Ft. of Expiring Leases	% of Leased Area Represented by Expiring Leases	Annual Rent Under Expiring Leases	% of Total Annual Rent Represented by Expiring Leases[(1)]
2010	175	445,900	6.0%	9,090,000	6.1%
2011	169	573,398	7.7	12,220,000	8.3

2012	196	635,055	8.5	12,368,000	8.4
2013	136	720,422	9.7	14,407,000	9.7
2014	122	733,882	9.9	11,936,000	8.1
2015	76	464,422	6.2	9,953,000	6.7
2016	69	491,128	6.6	9,807,000	6.6
2017	77	423,802	5.7	8,506,000	5.8
2018	62	451,690	6.1	8,722,000	5.9
2019	52	337,279	4.5	7,313,000	4.9
2020	59	254,317	3.4	5,218,000	3.5
Thereafter	57	1,911,593	25.7	38,424,000	26.0
Total	1,250	7,442,888	100%	$147,964,000	100%

(1) The annual rent percentage is based on the total annual contractual base rent as of March 31, 2010.

As of March 31, 2010, no single tenant accounted for 10.0% or more of the GLA of our real estate properties.

Table of Contents

For the three months ended March 31, 2010, we had interests in twelve consolidated properties located in Texas, which accounted for 15.2% of our total rental income, interests in four consolidated properties located in South Carolina, which accounted for 15.1% of our total rental income, interests in six consolidated properties located in Arizona, which accounted for 12.2% of our total rental income, and interests in six consolidated properties located in Indiana, which accounted for 11.6% of our total rental income. This rental income is based on contractual base rent from leases in effect as of March 31, 2010. Accordingly, there is a geographic concentration of risk subject to fluctuations in each state s economy.

Recent Acquisition

Details of our property acquisition during the period from March 31, 2010 to the date of this Supplement are as follows:

Property	Property Location	Date Acquired	GLA (Sq Ft)	Purchase Price	Mortgage Debt	Occupancy	Annual Rent per Leased Sq Ft
Federal North	Pittsburgh, PA	4/29/2010	191,612	$40,472,000	$	99.0%	$22.85

The Federal North Medical Office Building is Class A medical office building space located approximately one mile from Pittsburgh s central business district and two blocks from the Allegheny General Hospital (AGH), a flagship hospital in the West Penn Allegheny Health System. The four-story, multi-tenant building is leased to nine tenants. AGH occupies or guarantees over 85% of the tenancy in the Federal North Building for a weighted average remaining lease term in excess of 10 years.

Selected Financial Data

The following selected financial data should be read with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the notes thereto incorporated by reference into the prospectus and with Management s Discussion and Analysis of Financial Condition and Results of Operations and our condensed consolidated financial statements and the notes thereto included in our quarterly report on Form 10-Q which is attached as Exhibit A to this Supplement. Our historical results are not necessarily indicative of results for any future period.

The following tables present summarized consolidated financial information including balance sheet data, statement of operations data, and statement of cash flows data in a format consistent with our consolidated financial statements.

	March 31,	December 31				April 28, 2006 (Date of Inception)
	2010	2009	2008	2007	2006	
BALANCE SHEET DATA:						
Total assets	$1,728,997,000	$1,673,535,000	$1,113,923,000	$431,612,000	$ 385,000	$202,000
Mortgage loans payable, net	533,339,000	540,028,000	460,762,000	185,801,000		
Stockholders equity (deficit)	1,140,197,000	1,071,317,000	599,320,000	175,590,000	(189,000)	2,000

	Three Months Ended March 31,		Year Ended December 31			Period from April 28, 2006 (Date of Inception) Through December 31,
	2010	**2009**	**2009**	**2008**	**2007**	**2006**
STATEMENT OF OPERATIONS DATA:						
Total revenues	$ 45,753,000	$ 29,816,000	$ 129,486,000	$ 80,418,000	$ 17,626,000	$
Net loss	(482,000)	(6,800,000)	(24,773,000)	(28,409,000)	(7,674,000)	(242,000)

- 4 -

Table of Contents

	Three Months Ended March 31,		Year Ended December 31			Period from April 28, 2006 (Date of Inception) Through December 31,
	2010	2009	2009	2008	2007	2006
Net loss attributable to controlling interest	(546,000)	(6,870,000)	(25,077,000)	(28,448,000)	(7,666,000)	(242,000)
Loss per share basic and diluted[(1)]:						
Net loss	(0.00)	(0.08)	(0.22)	(0.66)	(0.77)	(149.03)
Net loss attributable to controlling interest	(0.00)	(0.08)	(0.22)	(0.66)	(0.77)	(149.03)
STATEMENT OF CASH FLOWS DATA:						
Cash flows provided by operating activities	12,546,000	5,895,000	21,001,000	20,677,000	7,005,000	
Cash flows used in investing activities	(155,602,000)	(38,922,000)	(454,855,000)	(526,475,000)	(385,440,000)	
Cash flows provided by financing activities	52,459,000	159,764,000	524,524,000	628,662,000	383,700,000	202,000
OTHER DATA:						
Distributions declared	26,032,000	15,405,000	82,221,000	31,180,000	7,250,000	
Distributions declared per share	0.18	0.18	0.73	0.73	0.70	
Distributions paid in cash	12,838,000	7,313,000	39,499,000	14,943,000	3,323,000	
Distributions reinvested	12,522,000	6,934,000	38,559,000	13,099,000	2,673,000	
	16,714,000	6,378,000	28,314,000	8,745,000	2,124,000	(242,000)

Funds from operations						
Modified funds from operations	20,133,000	8,453,000	48,029,000	8,757,000	2,124,000	(242,000)
Net operating income	30,729,000	18,085,000	84,462,000	52,244,000	11,589,000	

(1) Net loss per share is based upon the weighted average number of shares of our common stock outstanding. Distributions by us of our current and accumulated earnings and profits for federal income tax purposes are taxable to stockholders as ordinary income. Distributions in excess of these earnings and profits generally are treated as a non-taxable reduction of the stockholder s basis in the shares to the extent thereof (a return of capital for tax purposes) and, thereafter, as taxable gain. These distributions in excess of earnings and profits will have the effect of deferring taxation of the

distributions
until the sale of
the stockholder s
common stock.

Our Performance Funds From Operations and Modified Funds from Operations

Due to certain unique operating characteristics of real estate companies, the National Association of Real Estate Investment Trusts, or NAREIT, an industry trade group, has promulgated a measure known as Funds from Operations, or FFO, which it believes more accurately reflects the operating performance of a REIT. FFO is not equivalent to our net income or loss as determined under generally accepted accounting principles in the United States, or GAAP.

We define FFO, a non-GAAP measure, consistent with the standards established by NAREIT. NAREIT defines FFO as net income or loss computed in accordance with GAAP, excluding gains or losses from sales of property but including asset impairment write downs, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect FFO.

The historical accounting convention used for real estate assets requires straight-line depreciation of buildings and improvements, which implies that the value of real estate assets diminishes predictably over time. Since real estate values historically rise and fall with market conditions, presentations of operating results for a REIT, using historical accounting for depreciation, could be less informative. The use of FFO is recommended by the REIT industry as a supplemental performance measure.

Presentation of this information is intended to assist the reader in comparing the operating performance of different REITs, although it should be noted that not all REITs calculate FFO the same way, so comparisons with other REITs may not be meaningful. Factors that impact FFO include non cash GAAP income and expenses, one-time transition charges, timing of acquisitions, yields on cash held in accounts, income from portfolio properties and other portfolio assets, interest rates on acquisition financing and operating expenses. Furthermore, FFO is not

necessarily indicative of cash flow available to fund cash needs and should not be considered as an alternative to net income, as an indication of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make distributions and should be reviewed in connection with other measurements as an indication of our performance. Our FFO reporting complies with NAREIT s policy described above.

Changes in the accounting and reporting rules under GAAP have prompted a significant increase in the amount of non-operating items included in FFO, as defined. Therefore, we also use modified funds from operations, or MFFO, which excludes from FFO one-time transition charges and acquisition expenses, to further evaluate our operating performance. We believe that MFFO with these adjustments, like those already included in FFO, are helpful as a measure of operating performance because it excludes costs that management considers more reflective of investing activities or non-operating changes. We believe that MFFO reflects the overall operating performance of our real estate portfolio, which is not immediately apparent from reported net loss. As such, we believe MFFO, in addition to net loss and cash flows from operating activities, each as defined by GAAP, is a meaningful supplemental performance measure and is useful in understanding how our management evaluates our ongoing operating performance.

Management considers the following items in the calculation of MFFO:

Acquisition expenses: Prior to 2009, acquisition expenses were capitalized and have historically been added back to FFO over time through depreciation; however, beginning in 2009, acquisition expenses related to business combinations are expensed at the time of acquisition. These acquisition expenses have been and will continue to be funded from the proceeds of our offerings and not from operations. We believe by excluding expensed acquisition expenses, MFFO provides useful supplemental information that is comparable for our real estate investments.

One-time transition charges: FFO includes one-time non-recurring charges related to the cost of our transition to self-management. These items include, but are not limited to, additional professional expenses, system conversion costs, non-recurring employment costs, transitional property management costs and duplicative fees that we were contractually required to pay to our former advisor for asset management and property management during the third quarter of 2009 after we completed our transition to self-management. Because MFFO excludes one-time costs, management believes MFFO provides useful supplemental information by focusing on the changes in our fundamental operations that will be comparable rather than on one-time, non-recurring costs.

The following is the calculation of FFO and MFFO for each of the last four quarters ended March 31, 2010:

	Three Months Ended			
	March 31, 2010	December 31, 2009	September 30, 2009	June 30, 2009
Net loss	$ (482,000)	$ (4,364,000)	$ (10,074,000)	$ (3,535,000)
Add:				
Depreciation and amortization consolidated properties	17,311,000	14,364,000	13,287,000	12,645,000
Less:				
Net (income) loss attributable to noncontrolling interest of limited partners	(64,000)	(62,000)	(70,000)	(102,000)
Depreciation and amortization related to noncontrolling interests	(51,000)	(51,000)	(51,000)	(51,000)
FFO attributable to controlling interest[3]	$ 16,714,000	$ 9,887,000	$ 3,092,000	$ 8,957,000
FFO per share basic and diluted	0.12	0.07	0.02	0.08
Add:				
Acquisition expenses[1]	3,224,000	6,897,000	5,920,000	1,680,000

One-time transition charges[2]	195,000		2,857,000	286,000
MFFO attributable to controlling interest[3]	$ 20,133,000	$ 16,783,000	$ 11,869,000	$ 10,923,000
MFFO per share basic and diluted	0.14	0.12	0.10	0.10
Weighted average common shares outstanding basic and diluted	145,335,661	135,259,514	124,336,078	106,265,880

- 6 -

Table of Contents

(1) Prior to 2009, acquisition expenses were capitalized and have historically been added back to FFO over time through depreciation; however, beginning in 2009, acquisition expenses related to business combinations are expensed at the time of acquisition. These acquisition expenses have been and will continue to be funded from the proceeds of our offering and not from operations.

(2) One-time charges relate to the cost of our transition to self-management. These items include, but are not limited to, additional professional expenses, system conversion costs, non-recurring employment costs, transitional property management costs, and duplicative fees that we were contractually required to pay

our former advisor for asset management and property management during the third quarter of 2009 after we completed our transition to self-management.

(3) If first quarter acquisitions had occurred on January 1, 2010, net income would have been approximately $1.7 million, depreciation and amortization would have been approximately $17.5 million, FFO would have been approximately $19.1 million, and MFFO would have been approximately $22.5 million.

For the three months ended March 31, 2010, MFFO per share has been impacted by the increase in net proceeds realized from our offerings. For the three months ended March 31, 2010, we sold 10,560,001 shares of our common stock, increasing our outstanding shares by 8% compared to the fourth quarter of 2009.

Information Regarding our Distributions

For the three months ended March 31, 2010, we paid distributions of $25,360,000 ($12,838,000 in cash and $12,522,000 in shares of our common stock pursuant to the DRIP), as compared to cash flows from operations of $12,546,000. Therefore, for the three months ended March 31, 2010, cash flow from operations covered 98% of the distributions paid in cash. Cash flows from operations were reduced by $3,224,000 for the three months ended March 31, 2010 for acquisition-related expenses. Acquisition-related expenses were previously capitalized as a part of the purchase price allocations and have historically been included in cash flows from investing activities. Excluding such acquisition-related expenses the comparable cash flows from operations for the three months ended March 31, 2010 would have been $15,770,000. From inception through March 31, 2010, we paid cumulative distributions of $137,457,000 ($70,603,000 in cash and $66,854,000 in shares of our common stock pursuant to the DRIP), as compared to cumulative cash flows from operations of $61,229,000. Comparable cumulative cash flows from operations would have totaled $80,450,000 under previous accounting rules that allowed for capitalization of acquisition-related expenses which would therefore have been included in cash flows from investing activities. The distributions paid in excess of our cash flow from operations were paid using proceeds from our offerings.

The following presents the amount of our distributions and the source of payment of such distributions for each of the last four quarters ended March 31, 2010:

	Three Months Ended			
	March 31, 2010	December 31, 2009	September 30, 2009	June 30, 2009
Distributions paid in cash	$ 12,838,000	$ 12,006,000	$ 11,024,000	$ 9,156,000
Distributions reinvested	12,522,000	11,894,000	10,884,000	8,848,000
Total distributions	$ 25,360,000	$ 23,900,000	$ 21,908,000	$ 18,004,000
Source of distributions:				
Cash flow from operations	$ 12,546,000	$ 5,033,000	$ 1,718,000	$ 8,355,000
Offering proceeds	12,814,000	18,867,000	20,190,000	9,649,000
Total sources	$ 25,360,000	$ 23,900,000	$ 21,908,000	$ 18,004,000

For the three months ended March 31, 2010 we paid distributions of $25,360,000, $12,838,000 of which was paid in cash and $12,522,000 of which was paid in shares of our common stock pursuant to the DRIP. The $12,838,000 portion of our distributions that was paid in cash was fully covered by our FFO for the three months

Table of Contents

ended March 31, 2010 of $16,714,000, which is net of one-time, non-recurring charges and acquisition-related expenses of $3,419,000. These adjustments are more fully described above under Funds from Operations and Modified Funds from Operations above. Excluding one-time charges and acquisition-related costs, as applicable, FFO would have been $20,133,000, which we refer to as MFFO.

Our Property Performance Net Operating Income

As of March 31, 2010, we had made 61 acquisitions, compared to 53 acquisitions as of December 31, 2009 and 43 acquisitions as of March 31, 2009. The aggregate occupancy for the properties remained consistent at 91% as of March 31, 2010, December 31, 2009, and March 31, 2009.

The aggregate net operating income for the properties for the three months ended March 31, 2010 was $30,729,000, as compared to $18,085,000 for the three months ended March 31, 2009 and to $84,462,000 for the year ended December 31, 2009.

Net operating income is a non-GAAP financial measure that is defined as net income (loss), computed in accordance with GAAP, generated from properties before interest expense, general and administrative expenses, depreciation, amortization and interest and dividend income. We believe that net operating income provides an accurate measure of the operating performance of our operating assets because net operating income excludes certain items that are not associated with management of the properties. Additionally, we believe that net operating income is a widely accepted measure of comparative operating performance in the real estate community. However, our use of the term net operating income may not be comparable to that of other real estate companies as they may have different methodologies for computing this amount.

To facilitate understanding of this financial measure, a reconciliation of net loss to net operating income has been provided for the three months ended March 31, 2010 and 2009, and for the year ended December 31, 2009.

	March 31,		Year Ended December 31,
	2010	2009	2009
Net loss	$ (482,000)	$ (6,800,000)	$ (24,773,000)
Add:			
General and administrative	3,188,000	2,306,000	12,285,000
Acquisition expenses	3,224,000	1,499,000	15,997,000
Asset management fees		1,269,000	3,783,000
Depreciation and amortization	17,311,000	13,299,000	53,595,000
Interest expense	7,440,000	6,570,000	23,824,000
Noncontrolling interests	64,000	70,000	
Less:			
Interest and dividend income	(16,000)	(128,000)	(249,000)
Net operating income[(1)]	$ 30,729,000	$ 18,085,000	$ 84,462,000

(1) If first quarter acquisitions had occurred on January 1, 2010, net income would have been approximately $1.7 million, depreciation and

amortization expense would have been approximately $17.5 million, and net operating income would have been approximately $33.1 million.

Update to Risk Factors

The Risk Factors section of the prospectus entitled Investment Risks is hereby supplemented by the following updated risk factor:

We may not have sufficient cash available from operations to pay distributions, and, therefore, distributions may be paid, without limitation, with offering proceeds or borrowed funds.

The amount of the distributions we make to our stockholders will be determined by our board of directors and is dependent on a number of factors, including funds available for payment of distributions, our financial condition, capital expenditure requirements and annual distribution requirements needed to maintain our status as a REIT. We have and may continue to use, without limitation, proceeds from the initial offering and this offering in

order to pay distributions, which reduces the amount of proceeds available for investment and operations. If we were to use borrowed funds to pay distributions it could also cause us to incur additional interest expense.

On February 14, 2007, our board of directors approved a 7.25% per annum, or $0.725 per common share, distribution to be paid to our stockholders beginning with our February 2007 monthly distribution, which was paid in March 2007. However, we cannot guarantee the amount of distributions paid in the future, if any. If distributions are in excess of our taxable income, such distributions will result in a return of capital to our stockholders. For the three months ended March 31, 2010, we paid distributions of $25,360,000 ($12,838,000 in cash and $12,522,000 in shares of our common stock pursuant to the DRIP), as compared to cash flow from operations of $12,5