

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>HEALTHCARE TRUST OF AMERICA, INC.</b>		2 Issuer's employer identification number (EIN) <b>20-4738467</b>	
3 Name of contact for additional information <b>KELLIE PRUITT</b>	4 Telephone No. of contact <b>480-998-3478</b>	5 Email address of contact <b>KELLIEPRUITT@HTAREIT.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>16435 N SCOTTSDALE ROAD, SUITE 320</b>		7 City, town, or post office, state, and Zip code of contact <b>SCOTTSDALE, AZ 85254</b>	
8 Date of action <b>JANUARY 17, 2014</b>	9 Classification and description <b>NONTAXABLE DISTRIBUTIONS</b>		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol <b>HTA</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **DURING 2013, HEALTHCARE TRUST OF AMERICA, INC. (THE "COMPANY") PAID CASH DIVIDENDS TO ITS SHAREHOLDERS ON MARCH 28TH, JUNE 27TH, SEPTEMBER 27TH AND DECEMBER 27TH. ON JANUARY 17, 2014, THE COMPANY DETERMINED THAT A PORTION OF EACH OF THESE DISTRIBUTIONS REPRESENTS A RETURN OF CAPITAL TO THE SHAREHOLDERS. CONSEQUENTLY, EACH SHAREHOLDER THAT RECEIVED A CASH DISTRIBUTION WOULD BE AFFECTED BY THIS ORGANIZATIONAL ACTION.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **FOR EACH CASH DISTRIBUTION PAID TO SHAREHOLDERS BY THE COMPANY DURING 2013, 37.8254% OF THE DISTRIBUTION REPRESENTS RETURN OF CAPITAL. ACCORDINGLY, EACH SHAREHOLDER SHOULD TREAT 37.8254% OF THE DISTRIBUTIONS AS A NONTAXABLE DIVIDEND AND REDUCE THE TAX BASIS OF THEIR STOCK ACCORDINGLY. ANY NONTAXABLE DISTRIBUTIONS IN EXCESS OF A SHAREHOLDER'S BASIS SHOULD BE TREATED AS A GAIN FROM THE SALE OR EXCHANGE OF PROPERTY.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **ON JANUARY 17, 2014, THE COMPANY COMPLETED ITS ANNUAL CALCULATION OF TAXABLE INCOME FOR THE INCOME TAX RETURN FOR THE YEAR ENDED DECEMBER 31, 2013. BASED ON THE CALCULATION, THE COMPANY DETERMINED THAT 37.8254% OF ITS 2013 DISTRIBUTIONS REPRESENT A RETURN OF CAPITAL**

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **INTERNAL REVENUE CODE SECTION 316 DEFINES A "DIVIDEND" GENERALLY AS ANY DISTRIBUTION OF PROPERTY MADE BY A CORPORATION TO ITS SHAREHOLDERS OUT OF EARNINGS & PROFITS (AS DEFINED BY INTERNAL REVENUE CODE SECTION 312 AND THE REGULATIONS THEREUNDER). PURSUANT TO INTERNAL REVENUE CODE SECTION 301(c)(2), THE PORTION OF THE DISTRIBUTION WHICH IS NOT A DIVIDEND SHALL BE APPLIED AGAINST AND REDUCE THE ADJUSTED TAX BASIS OF THE STOCK. UNDER INTERNAL REVENUE CODE SECTION 301(c)(3), A DISTRIBUTION WHICH IS NOT A DIVIDEND, TO THE EXTENT THAT IT EXCEEDS THE SHAREHOLDER'S ADJUSTED TAX BASIS OF THE STOCK, SHALL BE TREATED AS A GAIN FROM THE SALE OR EXCHANGE OF PROPERTY.**

18 Can any resulting loss be recognized? ▶ **THE ORGANIZATIONAL ACTION REPORTED HEREIN DOES NOT RESULT IN ANY LOSSES.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **THE AMOUNT OF NONTAXABLE DISTRIBUTIONS TO THE SHAREHOLDERS EITHER (i) REDUCES THE SHAREHOLDER'S ADJUSTED TAX BASIS IN HIS/HER STOCK OR (ii) TO THE EXTENT THAT IT EXCEEDS THE SHAREHOLDER'S ADJUSTED TAX BASIS IN HIS/HER STOCK ON THE DATES OF THE DISTRIBUTIONS, IS TREATED AS GAIN FROM THE SALE OR EXCHANGE OF PROPERTY IN 2013.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Kellie S. Pruitt* Date ▶ 2-3-14  
 Print your name ▶ KELLIE PRUITT Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOYCE WELCH	<i>Joyce Welch</i>	1/28/14		P00847842
	Firm's name ▶ DELOITTE TAX LLP	Firm's address ▶ 655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101-8590		Firm's EIN ▶	86-1065772
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