

HEALTHCARE TRUST OF AMERICA, INC.

Form 8-K/A

August 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 18, 2017 (June 13, 2017)

HEALTHCARE TRUST OF AMERICA, INC.

HEALTHCARE TRUST OF AMERICA HOLDINGS, LP

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|--------------|----------------|
| Maryland | 001-35568 | 20-4738467 |
| Delaware | 333-190916 | 20-4738347 |
| | | (I.R.S. |
| (State or other jurisdiction | (Commission | Employer |
| of incorporation) | File Number) | 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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

Healthcare Trust of America, Inc. Emerging growth company

Healthcare Trust of America Holdings, LP Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Healthcare Trust of America, Inc.

Healthcare Trust of America Holdings, LP

EXPLANATORY NOTE

This Form 8-K/A amends and supplements the Form 8-K filed on June 13, 2017 (the “Initial Report”) reporting the completion of the acquisition of 63 properties by Healthcare Trust of America, Inc. (the “Company”). This Form 8-K/A will report the completion of the acquisition (the “Initial Acquisition”) by the Company of 68 properties and a parcel of land which includes the 63 properties previously reported in the Initial Report (the “Initial Closing Assets”), including an investment in an unconsolidated joint venture (the “Other Duke Asset”) all prior to June 30, 2017. This Form 8-K/A is being filed to amend Item 2.01 with respect to assets and certain liabilities to include (i) the Initial Closing Assets (closed prior to June 30, 2017), (ii) the Other Duke Asset (closed prior to June 30, 2017), (iii) acquisitions completed subsequent to the acquisition of the Initial Closing Assets and the Other Duke Asset (the “Subsequent Acquisitions”) (closed post June 30, 2017), and (iv) one property and a parcel of land for which the acquisition is probable, but has not yet occurred (the “Pending Acquisitions”). Collectively, these acquisitions were contemplated as part of the entry into sixteen agreements of purchase and sale (collectively, the “Purchase Agreements”) on April 29, 2017 with Duke Realty Limited Partnership, Duke Construction Limited Partnership and certain of their subsidiaries and affiliated entities named therein (collectively, “Duke”).

In addition, this Form 8-K/A provides the historical financial statements and pro forma information required by Item 9.01(a) and (b) of Form 8-K in connection with the Initial Closing Assets, the Other Duke Asset, the Subsequent Acquisitions, and the Pending Acquisitions. This Form 8-K/A should be read in conjunction with the Initial Report. Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements. The following is financial information relating to the Initial Closing Assets, the Other Duke Asset, Subsequent Acquisitions, and Pending Acquisitions:

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| (b) Unaudited Pro Forma Condensed Consolidated Information. The following is financial information relating to the Initial Closing Assets, the Other Duke Asset, Subsequent Acquisitions, and Pending Acquisitions: | |
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Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Six Months Ended June 30, 2017 and Year Ended December 31, 2016²⁹

(d) Exhibits.

The Exhibit
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appearing
immediately
after the
signature
page of this
Form 8-K/A
is
incorporated
herein by
reference.

INDEPENDENT AUDITORS' REPORT

The Shareholders and Directors of
Duke Realty Corporation:

Report on the Financial Statements

We have audited the accompanying combined statement of revenues in excess of certain expenses of Duke Realty Healthcare Properties (as defined in Note 2) for the year ended December 31, 2016, and related notes (the "Combined Statement").

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the statement in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the statement that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the Combined Statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Combined Statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Combined Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Combined Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Combined Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Combined Statement referred to above presents fairly, in all material respects, the combined revenues and certain expenses of the Duke Realty Healthcare Properties described in Note 2 for the year ended December 31, 2016, in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

We draw attention to Note 2 of the Combined Statement, which describes that the accompanying combined statement of revenues in excess of certain expenses was prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended (for inclusion in the combined filing of Form 8-K/A of Healthcare Trust of America, Inc. and Healthcare Trust of America Holdings, LP) and is not intended to be a complete presentation of revenues and expenses. Our opinion is not modified with respect to this matter.

/s/ KPMG LLP
August 18, 2017

DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE INITIAL CLOSING ASSETS
 COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES

| | For the Three Months Ended March 31, 2017 (unaudited) | December 31, 2016 |
|---|---|----------------------|
| Revenues: | | |
| Rental revenues, including recoveries from tenants | \$32,987,081 | \$122,758,903 |
| Certain Expenses: | | |
| Operating expenses | 5,220,089 | 20,968,755 |
| Real estate taxes | 4,775,871 | 16,196,469 |
| | 9,995,960 | 37,165,224 |
| Revenues in Excess of Certain Expenses | \$22,991,121 | \$85,593,679 |
| See accompanying notes to the Combined Statements of Revenues in Excess of Certain Expenses | | |

DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE INITIAL CLOSING ASSETS
 NOTES TO COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES
 FOR THE YEAR ENDED DECEMBER 31, 2016

(1) Operating Properties

The Duke Realty Healthcare Properties are part of an acquisition by a subsidiary of Healthcare Trust of America, Inc. (the “Company”) as of the issuance date of this Combined Statement of Revenues in Excess of Certain Expenses for the year ended December 31, 2016 (“Combined Statement”). The Company acquired (i) 59 properties that were in service at December 31, 2016; (ii) seven properties that were under development at December 31, 2016; (iii) one expansion project of a current property that was in progress at December 31, 2016; and (iv) an undeveloped parcel of land from Duke Realty Limited Partnership and affiliated entities on various dates during the second quarter of 2017. Ownership interests in HHC-Duke Realty Development, LLC a unconsolidated joint venture was also included in the transaction. Of the 59 in service properties, six were placed in service in 2016. Two of the six properties placed in service during 2016 had less than three months of rental history as of December 31, 2016. Only the revenues and certain expenses of the 57 acquired properties that were in service as of December 31, 2016 (the “Duke Realty Healthcare Properties” or the “Properties”), and that had more than three months of rental history, are included in this Combined Statement.

The following tables list (i) the properties included in the Combined Statement for the year ended December 31, 2016, (ii) properties that are excluded from the Combined Statement due to having limited rental history, (iii) properties that are excluded from the Combined Statement due to still being under development and expansion and (iv) a property that is excluded from the Combined Statement due to being owned by the aforementioned unconsolidated joint venture:

I. Properties Included in Combined Statement

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|---|--------------|-------|-------------|---------------------------------------|
| Baylor Scott & White Plano Pavilion II | Plano | TX | 140,455 | June-09 |
| Baylor Scott & White McKinney POB I | McKinney | TX | 115,278 | July-12 |
| Baylor Scott & White McKinney POB II | McKinney | TX | 77,047 | September-16 |
| Baylor Scott & White Hillcrest MOB 1 | Waco | TX | 102,177 | October-12 |
| Baylor Scott & White Hillcrest MOB 2 | Waco | TX | 54,744 | October-12 |
| Baylor Scott & White Administration Building | Dallas | TX | 81,429 | June-09 |
| Baylor Scott & White Marble Falls MOB | Marble Falls | TX | 66,500 | May-13 |
| Baylor Scott & White Roney Bone & Joint Institute | Temple | TX | 77,679 | October-13 |
| Baylor Scott & White Emergency Medical Center-Burleson | Burleson | TX | 36,718 | May-14 |
| Baylor Scott & White Emergency Medical Center-Rockwall | Rockwall | TX | 36,709 | March-14 |
| Baylor Scott & White Emergency Medical Center-Murphy | Murphy | TX | 36,705 | March-14 |
| Baylor Scott & White Emergency Medical Center-Mansfield | Mansfield | TX | 36,691 | July-14 |
| Baylor Scott & White Emergency Medical Center-Keller | Keller | TX | 36,013 | December-13 |
| Baylor Scott & White Emergency Medical Center-Colleyville | Colleyville | TX | 16,091 | August-14 |
| Columbia St. Mary’s-Water Tower | Milwaukee | WI | 153,820 | October-12 |
| St. Thomas DePaul Medical Center A | Murfreesboro | TN | 100,525 | April-08 |
| St. Thomas DePaul Medical Center B | Murfreesboro | TN | 20,135 | April-08 |
| Seton Medical Center Hays MOB | Kyle | TX | 96,829 | December-09 |
| St. Vincent Joshua Max Simon MOB | Indianapolis | IN | 84,436 | November-11 |

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| | | | | |
|---|------------|----|---------|-------------|
| Columbia St. Mary's-Mequon | Mequon | WI | 66,927 | October-12 |
| Good Samaritan Western Ridge MOB II | Cincinnati | OH | 29,490 | July-11 |
| Mountain View Regional Medical Center MOB | Las Cruces | NM | 107,506 | October-12 |
| Longview Regional Medical Center 1 | Longview | TX | 100,740 | October-12 |
| Longview Regional Medical Center 2 | Longview | TX | 77,797 | April-16 |
| Cedar Park Regional Medical Center MOB 1 | Cedar Park | TX | 83,393 | December-11 |

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DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE INITIAL CLOSING ASSETS
 NOTES TO COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES
 FOR THE YEAR ENDED DECEMBER 31, 2016

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|--|---------------|-------|-------------|---------------------------------------|
| South Texas Regional Medical Center MOB-Jourdanton | Jourdanton | TX | 48,556 | October-14 |
| Florida Hospital Wesley Chapel Wellness Plaza | Pasco County | FL | 95,939 | March-13 |
| Florida Hospital Celebration MOB | Celebration | FL | 83,896 | October-12 |
| Florida Hospital Kissimmee MOB | Kissimmee | FL | 79,438 | October-12 |
| Florida Hospital East Orlando MOB/ASC | Orlando | FL | 56,903 | October-12 |
| Florida Hospital Heartland Medical Center MOB/ASC | Sebring | FL | 38,949 | October-12 |
| Harbin Clinic Martha Berry | Rome | GA | 122,111 | September-12 |
| Harbin Clinic Specialty Center | Rome | GA | 75,054 | September-12 |
| Harbin Clinic Cancer Center | Rome | GA | 55,195 | September-12 |
| Harbin Clinic Heart Center | Rome | GA | 47,438 | September-12 |
| Harbin Clinic Cedartown Dialysis | Cedartown | GA | 19,497 | September-12 |
| Harbin Clinic Summerville Dialysis | Summerville | GA | 7,520 | September-12 |
| Harbin Clinic Rome Dialysis | Rome | GA | 6,766 | September-12 |
| Kindred Community Rehabilitation Hospital-Indianapolis | Indianapolis | IN | 61,398 | June-13 |
| Kindred University Rehabilitation Hospital-Cleveland | Avon | OH | 54,800 | January-16 |
| Kindred Baptist Rehabilitation Hospital-Memphis | Germantown | TN | 54,416 | October-14 |
| William "Bill" Kling VA Clinic-Sunrise | Sunrise | FL | 107,000 | October-12 |
| Conifer Administration Building | Frisco | TX | 199,800 | February-14 |
| Carolinas Health Morehead MOB | Charlotte | NC | 190,773 | December-10 |
| Houston Methodist St. Catherine MOB 1 | Katy | TX | 48,542 | November-11 |
| Houston Methodist St. Catherine MOB 2 | Katy | TX | 72,107 | November-11 |
| Houston Methodist St. Catherine MOB 3 | Katy | TX | 48,201 | November-11 |
| SCL Health Community Hospital-Southwest | Littleton | CO | 37,485 | May-16 |
| SCL Health Community Hospital-Westminster | Westminster | CO | 37,130 | November-15 |
| Loyola University Medicine-Burr Ridge | Burr Ridge | IL | 104,912 | January-12 |
| Inova Fair Oaks MOB 3 | Fairfax | VA | 100,952 | October-12 |
| Jewish Hospital MOB | Cincinnati | OH | 80,074 | December-01 |
| UNC REX Holly Springs | Holly Springs | NC | 30,370 | December-11 |
| Hackensack UMC Palisades MOB | North Bergen | NJ | 57,411 | February-15 |
| Edward-Elmhurst Plainfield MOB | Plainfield | IL | 56,531 | February-07 |
| WellStar North Fulton MOB 2 | Roswell | GA | 52,175 | October-12 |
| Eastside New Hampton Place MOB | Snellville | GA | 39,759 | May-11 |

II. Properties Excluded from Combined Statement due to Less than Three Months of Rental History

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|--|------------|-------|-------------|---------------------------------------|
| SCL Health Community Hospital-Northglenn | Northglenn | CO | 55,228 | December-16 |
| SCL Health Community Hospital-Aurora | Aurora | CO | 37,486 | November-16 |

DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE INITIAL CLOSING ASSETS
 NOTES TO COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES
 FOR THE YEAR ENDED DECEMBER 31, 2016

III. Properties Under Development and Expansion Projects Excluded from Combined Statement

| Property Name | City | State | Square Feet |
|---|---------------|-------|-------------|
| Baylor Scott & White Emergency Med. Ctr-Grand Prairie | Grand Prairie | TX | 27,149 |
| Main Line Bryn Mawr MOB | Bryn Mawr | PA | 101,228 |
| Centegra Health MOB | Huntley | IL | 80,973 |
| Baptist Memorial Oxford MOB | Oxford | MS | 79,585 |
| Facey Medical | Santa Clarita | CA | 37,000 |
| Memorial Hermann MOB I | Humble | TX | 71,224 |
| Memorial Hermann MOB II | Humble | TX | 98,862 |
| UNC Rex Holly Springs (expansion) | Holly Springs | NC | 45,000 |

IV. Unconsolidated Joint Venture Properties Excluded from Combined Statement

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|----------------------------------|--------------|-------|-------------|---------------------------------------|
| Eskenazi Administration Building | Indianapolis | IN | 273,479 | November-13 |

(2) Basis of Presentation

The accompanying Combined Statement has been prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended. The Combined Statement is not representative of the actual results of operations of the Duke Realty Healthcare Properties for the year ended December 31, 2016, due to the exclusion of the following expenses, which may not be comparable to the proposed future operations of the Duke Realty Healthcare Properties:

• Depreciation and amortization.

• Property management fees.

• Amortization of above and below market rents, concessions and deferred revenue.

• Other costs not directly related to the proposed future operations of the Duke Realty Healthcare Properties.

(3) Summary of Significant Accounting Policies

(A) Revenue Recognition

Rental income from leases with scheduled rental increases during their term are recognized for financial reporting purposes on a straight-line basis.

(B) Use of Estimates

Management has made a number of estimates and assumptions relating to the reporting and disclosure of revenues and certain expenses during the reporting period to prepare the Combined Statement in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

(4) Rental Revenue

Space is leased to tenants under various operating leases with initial terms ranging up to twenty years. The leases provide for reimbursement of real estate taxes, common area maintenance and certain other operating expenses.

DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE INITIAL CLOSING ASSETS
 NOTES TO COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES
 FOR THE YEAR ENDED DECEMBER 31, 2016

Future minimum rentals related to the 57 properties included in the Combined Statement to be received under noncancelable operating leases in effect at December 31, 2016 are as follows:

| Future Minimum Rentals | Amount |
|------------------------|---------------|
| 2017 | \$90,351,867 |
| 2018 | 86,271,789 |
| 2019 | 82,081,231 |
| 2020 | 75,141,130 |
| 2021 | 66,998,641 |
| Thereafter | 422,932,463 |
| Total | \$823,777,121 |

In addition to minimum rentals, certain leases require reimbursements of specified operating expenses that amounted to \$31,130,635 during the year ended December 31, 2016, which are included in the Combined Statement.

(5) Unaudited Interim Statement

The combined statement of revenues and certain expenses for the three months ended March 31, 2017 (the "Interim Statement") is unaudited.

The interim statement includes the results for the two properties disclosed in Note 1, which did not have sufficient rental history to be included in the Combined Statement. In addition to the properties disclosed in Note 1, the following properties were excluded from the Interim Statement either due to (i) having limited rental history; (ii) still being under development and expansion or (iii) being owned by the aforementioned unconsolidated joint venture:

I. Properties Excluded from Interim Statement due to Less than Three Months of Rental History

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|-------------------------|-----------|-------|-------------|---------------------------------------|
| Main Line Bryn Mawr MOB | Bryn Mawr | PA | 101,228 | March -17 |
| Centegra Health MOB | Huntley | IL | 80,973 | February -17 |
| Memorial Hermann MOB 1 | Humble | TX | 71,224 | March -17 |

II. Properties Under Development and Expansion Projects Excluded from Combined Statement

| Property Name | City | State | Square Feet |
|---|---------------|-------|-------------|
| Baylor Scott & White Emergency Med. Ctr-Grand Prairie | Grand Prairie | TX | 27,149 |
| Baptist Memorial Oxford MOB | Oxford | MS | 79,585 |
| Facey Medical | Santa Clarita | CA | 37,000 |
| UNC Rex Holly Springs (expansion) | Holly Springs | NC | 45,000 |
| Memorial Hermann MOB II | Humble | TX | 98,862 |

III. Unconsolidated Joint Venture Properties Excluded from Combined Statement

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|----------------------------------|--------------|-------|-------------|---------------------------------------|
| Eskenazi Administration Building | Indianapolis | IN | 273,479 | November-13 |

(6) Subsequent Events

The Properties evaluated subsequent events through August 18, 2017, the date the financial statements were available to be issued.

INDEPENDENT AUDITORS' REPORT

The Shareholders and Directors of
Duke Realty Corporation:

Report on the Financial Statements

We have audited the accompanying combined statement of revenues in excess of certain expenses of Duke Realty Healthcare Properties (as defined in Note 2) for the year ended December 31, 2016, and related notes (the "Combined Statement").

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the statement in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the statement that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the Combined Statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Combined Statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Combined Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Combined Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the Combined Statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Combined Statement referred to above presents fairly, in all material respects, the combined revenues and certain expenses of the Duke Realty Healthcare Properties described in Note 2 for the year ended December 31, 2016, in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

We draw attention to Note 2 of the Combined Statement, which describes that the accompanying combined statement of revenues in excess of certain expenses was prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended (for inclusion in the combined filing of Form 8-K/A of Healthcare Trust of America, Inc. and Healthcare Trust of America Holdings, LP) and is not intended to be a complete presentation of revenues and expenses. Our opinion is not modified with respect to this matter.

/s/ KPMG LLP
August 18, 2017

DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE SUBSEQUENT AND PENDING ACQUISITIONS
 COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES

| | For the Six Months Ended June 30, 2017 (unaudited) | | December 31, 2016 |
|---|---|-------------|----------------------|
| Revenues: | | | |
| Rental revenues, including recoveries from tenants | \$7,703,776 | | \$12,793,306 |
| Certain Expenses: | | | |
| Operating expenses | 1,031,273 | 1,828,153 | |
| Real estate taxes | 1,037,311 | 1,571,699 | |
| | 2,068,584 | 3,399,852 | |
| Revenues in Excess of Certain Expenses | \$5,635,192 | \$9,393,454 | |
| See accompanying notes to the Combined Statements of Revenues in Excess of Certain Expenses | | | |

DUKE REALTY HEALTHCARE PROPERTIES
 FINANCIAL STATEMENTS OF THE SUBSEQUENT AND PENDING ACQUISITIONS
 NOTES TO COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES
 FOR THE YEAR ENDED DECEMBER 31, 2016

(1) Operating Properties

The Duke Realty Healthcare Properties are part of an acquisition by a subsidiary of Healthcare Trust of America, Inc. (the “Company”) as of the issuance date of this Combined Statement of Revenues in Excess of Certain Expenses for the year ended December 31, 2016 (“Combined Statement”). The Company acquired three properties subsequent to June 30, 2017. In addition, a property (in service at December 31, 2016) and a undeveloped parcel of land was considered probable as of the issuance date of the Combined Statement.

Of the four in service properties mentioned above, one was placed in service in 2016. The revenues and certain expenses of the three acquired and one property considered probable to be acquired were in service as of December 31, 2016 (the “Duke Realty Healthcare Properties” or the “Properties”) which had more than three months of rental history, are included in this Combined Statement.

The following tables list the properties included in the Combined Statement for the year ended December 31, 2016.

I. Properties Included in Combined Statement

| Property Name | City | State | Square Feet | Month/Year Placed in Service/Acquired |
|--|-----------------|-------|-------------|---------------------------------------|
| Baylor Scott & White Rock Prairie MOB ⁽¹⁾ | College Station | TX | 119,030 | July-13 |
| TriHealth Rehabilitation Hospital | Cincinnati | OH | 69,511 | May-16 |
| Kindred Mercy Rehabilitation Hospital-Springfield | Springfield | MO | 58,727 | April-14 |
| James A. Haley VA Primary Care MOB-Tampa | Tampa | FL | 117,037 | February-14 |

(1) Property considered probable for acquisition as of the six months ended June 30, 2017 and year ended December 31, 2016.

(2) Basis of Presentation

The accompanying Combined Statement has been prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended. The Combined Statement is not representative of the actual results of operations of the Duke Realty Healthcare Properties for the year ended December 31, 2016, due to the exclusion of the following expenses, which may not be comparable to the proposed future operations of the Duke Realty Healthcare Properties:

• Depreciation and amortization.

• Property management fees.

• Amortization of above and below market rents, concessions and deferred revenue.

• Other costs not directly related to the proposed future operations of the Duke Realty Healthcare Properties.

(3) Summary of Significant Accounting Policies

(A) Revenue Recognition

Rental income from leases with scheduled rental increases during their term are recognized for financial reporting purposes on a straight-line basis.

(B) Use of Estimates

Management has made a number of estimates and assumptions relating to the reporting and disclosure of revenues and certain expenses during the reporting period to prepare the Combined Statement in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

DUKE REALTY HEALTHCARE PROPERTIES
FINANCIAL STATEMENTS OF THE SUBSEQUENT AND PENDING ACQUISITIONS
NOTES TO COMBINED STATEMENTS OF REVENUES IN EXCESS OF CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2016

(4) Rental Revenue

Space is leased to tenants under various operating leases with initial terms ranging up to twenty years. The leases provide for reimbursement of real estate taxes, common area maintenance and certain other operating expenses. Future minimum rentals related to the four properties included in the Combined Statement to be received under noncancelable operating leases in effect at December 31, 2016 are as follows:

| Future Minimum Rentals | Amount |
|------------------------|---------------|
| 2017 | \$10,858,934 |
| 2018 | 11,003,990 |
| 2019 | 11,274,810 |
| 2020 | 11,446,590 |
| 2021 | 11,601,169 |
| Thereafter | 115,363,372 |
| Total | \$171,548,865 |

In addition to minimum rentals, certain leases require reimbursements of specified operating expenses that amounted to \$1,817,613 during the year ended December 31, 2016, which are included in the Combined Statement.

(5) Unaudited Interim Statement

The combined statement of revenues and certain expenses for the six months ended June 30, 2017 is unaudited.

(6) Subsequent Events

The Properties evaluated subsequent events through August 18, 2017, the date the financial statements were available to be issued.

HHC - DUKE REALTY DEVELOPMENT, LLC
 FINANCIAL STATEMENTS OF THE OTHER DUKE ASSET
 COMBINED STATEMENTS OF INCOME

| | For the Three Months Ended | | December 31, 2016 ⁽¹⁾ |
|-------------------------------|---|--------------|-------------------------------------|
| | March 31, 2017 (unaudited) (1) | | |
| REVENUES | | | |
| Rental income | \$ 1,457,530 | \$ 5,925,146 | |
| Variable rent | 547,786 | 2,145,357 | |
| Straight-line rental income | 344,484 | 1,367,738 | |
| Total Revenues | 2,349,800 | 9,438,241 | |
| EXPENSES | | | |
| Utilities | 109,844 | 458,791 | |
| Housekeeping | 154,286 | 577,578 | |
| Repairs and maintenance | 112,027 | 448,304 | |
| Insurance | 30,264 | 127,285 | |
| Security | 10,000 | 40,000 | |
| Ground rent | 48,382 | 193,528 | |
| Property management | 81,257 | 291,102 | |
| General and administrative | 34,409 | 88,526 | |
| Depreciation and amortization | 508,914 | 2,081,117 | |
| Total Expenses | 1,089,383 | 4,306,231 | |
| NET INCOME | \$ 1,260,417 | \$ 5,132,010 | |

(1) The combined statement of income for the three months ended March 31, 2017 is unaudited and should be read in conjunction with HHC-Duke Realty Development, LLC detailed audited financial statements of independent auditors' report for the years ended December 31, 2016 and 2015 starting on page 14 herein.

HHC - DUKE REALTY DEVELOPMENT, LLC

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

December 31, 2016 and 2015

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HHC - DUKE REALTY DEVELOPMENT, LLC

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INDEPENDENT AUDITOR'S REPORT

Members

HHC - Duke Realty Development, LLC

We have audited the accompanying financial statements of HHC - Duke Realty Development, LLC, which comprise the balance sheets as of December 31, 2016 and 2015, and the related statements of income, changes in members' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of HHC - Duke Realty Development, LLC as of December 31, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Katz, Sapper & Miller, LLP

Indianapolis, Indiana February 17, 2017

HHC - DUKE REALTY DEVELOPMENT, LLC

BALANCE SHEETS

December 31, 2016 and 2015

ASSETS

| | 2016 | 2015 |
|----------------------------------|--------------|--------------|
| ASSETS | | |
| Rental property | | |
| Building | \$62,937,496 | \$62,937,496 |
| Building improvements | 13,759,226 | 12,539,355 |
| Construction in progress | — | 472,845 |
| | 76,696,722 | 75,949,696 |
| Less: Accumulated depreciation | 6,344,218 | 4,323,394 |
| Net Rental Property | 70,352,504 | 71,626,302 |
| Cash | 339,799 | 1,604,329 |
| Rent receivables | | 90,611 |
| Straight-line rent receivable | 4,027,865 | 2,720,418 |
| Escrow deposits and other assets | 229,191 | 235,355 |
| TOTAL ASSETS | \$74,949,359 | \$76,277,015 |

LIABILITIES AND MEMBERS' EQUITY

LIABILITIES

| | | |
|---------------------------------------|--------------|--------------|
| Accounts payable | \$15,845 | \$472,845 |
| Other accrued expenses | 714,732 | 617,398 |
| Total Liabilities | 730,577 | 1,090,243 |
| MEMBERS' EQUITY | 74,218,782 | 75,186,772 |
| TOTAL LIABILITIES AND MEMBERS' EQUITY | \$74,949,359 | \$76,277,015 |

See accompanying notes.

HHC - DUKE REALTY DEVELOPMENT, LLC

STATEMENTS OF INCOME

Years Ended December 31, 2016 and 2015

| | 2016 | 2015 |
|-------------------------------|-------------|-------------|
| REVENUES | | |
| Rental income | \$5,925,146 | \$5,843,718 |
| Variable rent | 2,145,357 | 2,074,021 |
| Straight-line rental income | 1,367,738 | 1,255,577 |
| Total Revenues | 9,438,241 | 9,173,316 |
| EXPENSES | | |
| Utilities | 458,791 | 463,352 |
| Housekeeping | 577,578 | 487,729 |
| Repairs and maintenance | 448,304 | 449,347 |
| Insurance | 127,285 | 143,613 |
| Security | 40,000 | 40,004 |
| Ground rent | 193,528 | 193,528 |
| Property management | 291,102 | 275,880 |
| General and administrative | 88,526 | 99,832 |
| Depreciation and amortization | 2,081,117 | 1,989,561 |
| Total Expenses | 4,306,231 | 4,142,846 |
| NET INCOME | \$5,132,010 | \$5,030,470 |

See accompanying notes.

HHC - DUKE REALTY DEVELOPMENT, LLC

STATEMENTS OF CHANGES IN MEMBERS' EQUITY

Years Ended December 31, 2016 and 2015

| | Duke Realty Browning F.O.B. Development, LLC | The Health and Hospital Corporation of Marion County | Total Members' Equity |
|------------------------------|--|---|-----------------------------|
| BALANCE AT DECEMBER 31, 2014 | \$37,223,007 | \$37,223,007 | \$74,446,014 |
| Distributions to members | (2,144,856) | (2,144,856) | (4,289,712) |
| Net income | 2,515,235 | 2,515,235 | 5,030,470 |
| BALANCE AT DECEMBER 31, 2015 | 37,593,386 | 37,593,386 | 75,186,772 |
| Distributions to members | (3,050,000) | (3,050,000) | (6,100,000) |
| Net income | 2,566,005 | 2,566,005 | 5,132,010 |
| BALANCE AT DECEMBER 31, 2016 | \$37,109,391 | \$37,109,391 | \$74,218,782 |

See accompanying notes.

HHC - DUKE REALTY DEVELOPMENT, LLC

STATEMENTS OF CASH FLOWS

Years Ended December 31, 2016 and 2015

| | 2016 | 2015 |
|---|--------------|--------------|
| OPERATING ACTIVITIES | | |
| Net income | \$5,132,010 | \$5,030,470 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 2,081,117 | 1,989,561 |
| (Increase) decrease in certain assets: | | |
| Rent receivables | 90,611 | (89,688) |
| Straight-line rent receivable | (1,307,447) | (1,255,577) |
| Escrow deposits and other assets | (54,129) | 199,797 |
| Increase (decrease) in certain liabilities: | | |
| Accounts payable | (457,000) | (415) |
| Other accrued expenses | 97,334 | (564,546) |
| Net Cash Provided by Operating Activities | 5,582,496 | 5,309,602 |
| INVESTING ACTIVITIES | | |
| Cash purchases of building improvements | (747,026) | — |
| Net Cash Used by Investing Activities | (747,026) | — |
| FINANCING ACTIVITIES | | |
| Distributions to members | (6,100,000) | (4,289,712) |
| Net Cash Used by Financing Activities | (6,100,000) | (4,289,712) |
| NET INCREASE (DECREASE) IN CASH | | |
| CASH | | |
| Beginning of Year | 1,604,329 | 584,439 |
| End of Year | \$339,799 | \$1,604,329 |

SUPPLEMENTAL DISCLOSURES

Noncash investing activities:

Purchases of rental property included in accounts payable \$472,845

See accompanying notes.

HHC - DUKE REALTY DEVELOPMENT, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

HHC - Duke Realty Development, LLC (the Company) was organized on August 29, 2011, as a limited liability company under the laws of the state of Indiana. The Company constructed and maintains a five-story office building (the Project) on the Eskenazi Health Campus, known as the Fifth-Third Faculty Office Building, totaling approximately 274,000 square feet, on land owned by one member. The Company operates the rentable square footage which is located at 640 Wishard Way in Indianapolis, Indiana. The property held by the Company was placed in service on November 1, 2013.

The members of the Company are Duke Realty Browning F.O.B. Development, LLC (50% member interest) (Duke) and The Health and Hospital Corporation of Marion County (50% member interest) (HHC). Pursuant to the Operating Agreement, all items of income, loss and cash flows are allocated pro-rata based upon membership interest.

Basis of Accounting: The Company prepares its financial statements using the accrual basis of accounting.

Estimates: The Company uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual results could vary from those estimates.

Rental Revenue: Rental income is recognized over the lease terms on a straight-line basis. The amount of rental income recognized during each year over the base rent is recorded as straight-line rent receivable. The lease between the Company and HHC is an operating lease. Rental income received in advance is recorded as a liability.

Cash: The Company maintains its cash in bank deposit accounts which, at times, may exceed the federally insured limits. There have been no losses in such accounts.

Rent Receivables are stated at the amount due from HHC based on the terms of its lease agreement.

Rental Property is recorded at cost and is being depreciated using the straight-line method over the estimated useful lives as follows:

| | |
|-----------------------|----------|
| Building | 40 years |
| Building improvements | 10 years |

The Company's rental property is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the asset's carrying amount to future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds their fair market value. To date, no adjustments to the carrying amount of rental property have been required.

Income Taxes: As a limited liability company, the Company's taxable income or loss is allocated to the members in accordance with the Company's Operating Agreement. Consequently, no provision or liability for income taxes has

been included in the accompanying financial statements.

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NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company files U.S. federal and Indiana state income tax returns. The Company is no longer subject to U.S. federal and state income tax examinations by tax authorities for years before 2013.

Subsequent Events: The Company has evaluated the financial statements for subsequent events occurring through February 17, 2017, the date the financial statements were available to be issued.

NOTE 2 - OPERATING LEASE

Effective November 30, 2013, the Company entered into an operating lease with HHC through October 31, 2043. The lease was amended effective February 1, 2016 to increase the amount of square footage leased and correspondingly increase the rental payments. The base rent is due annually and includes rent escalations over the term of the lease. As of December 31, 2016, the future minimum base rental payments, as amended, to be received under the long-term operating lease are as follows:

| Receivable In | Rental Payments |
|---------------|-----------------|
| 2017 | 5,929,116 |
| 2018 | 6,005,700 |
| 2019 | 6,388,620 |
| 2020 | 6,388,620 |
| 2021 | 6,388,620 |
| Thereafter | 166,234,790 |
| Total | \$197,335,466 |

Rental income from HHC was \$7,292,884, including straight-line rental income of \$1,367,738, for the year ended December 31, 2016. Rental income from HHC was \$7,099,295, including straight-line rental income of \$1,255,577, for the year ended December 31, 2015. The Company receives variable rent based on reimbursable common area maintenance expenses. Variable rental income was \$2,145,357 and \$2,074,021, for the years ended December 31, 2016 and 2015, respectively.

NOTE 3 - RELATED PARTY TRANSACTIONS

For the year ended December 31, 2016, Duke was paid approximately the following: \$13,000 in reimbursed maintenance labor; \$121,000 in reimbursed insurance premium expense; \$291,000 in property management fees; and \$84,000 in asset management and tax reporting fees.

For the year ended December 31, 2015, Duke was paid approximately the following: \$149,000 in reimbursed maintenance labor; \$134,000 in reimbursed insurance premium expense; \$276,000 in property management fees; and \$83,000 in asset management and tax reporting fees.

HHC paid approximately \$524,000 in 2016 and \$933,000 in 2015 for utility, landscaping and security bills. Included in other accrued expenses at the end of 2016 was \$277,390 and in 2015 was \$119,219 of utility expenses incurred but not yet paid.

NOTE 3 - RELATED PARTY TRANSACTIONS (CONTINUED)

The Company leases the land underlying the Project from HHC. Payments due under the lease are \$202,300 per year through August 2061. Ground rent expense, including straight-line rent adjustment, was \$193,528 for the years ended December 31, 2016 and 2015. As of December 31, 2016, the future minimum lease payments due under the long-term lease are as follows:

| Payable In | Rental Payments |
|------------|--------------------|
| 2017 | \$202,300 |
| 2018 | 202,300 |
| 2019 | 202,300 |
| 2020 | 202,300 |
| 2021 | 202,300 |
| Thereafter | 8,024,567 |
| Total | \$9,036,067 |

See Note 2 for operating lease with HHC for the rental property.

HEALTHCARE TRUST OF AMERICA, INC.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated financial information was derived from the application of pro forma adjustments to our historical consolidated financial statements. This unaudited pro forma condensed consolidated financial information should be read in conjunction with the Company's Form 8-K filed with the Securities and Exchange Commission ("SEC") on June 13, 2017, announcing the acquisition of a portion of the Initial Closing Assets and amended hereby; the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017, and the Statements of Revenues in Excess of Certain Expenses of the Initial Closing Assets, including the Other Duke Asset, Subsequent Acquisitions, and Pending Acquisitions included elsewhere in this Form 8-K/A. In the opinion of management, all adjustments necessary to reflect these acquisitions and in the notes to the unaudited pro forma condensed consolidated financial information have been included and are based upon available information and assumptions that we believe are reasonable.

The unaudited pro forma condensed consolidated financial information is not necessarily indicative of what the Company's actual results of operations would have been had the transaction been consummated on the dates indicated, nor does it purport to represent the Company's results of operations or financial position for any future period. The pro forma results of operations for the periods ended December 31, 2016 and June 30, 2017 are not necessarily indicative of the operating results for these periods.

Further, the historical financial information presented herein has been adjusted to give pro forma effect to events that we believe are factually supportable and which are expected to have a continuing impact on our results, including certain preliminary purchase price allocation adjustments required by applicable accounting guidance. Because a few of the acquisitions were either acquired subsequent to June 30, 2017 or have not been completed and we plan to engage a third party provider to perform the purchase price allocations, any such purchase price allocation adjustments are estimates and are subject to risks and uncertainties that could cause actual results to differ materially from the assumptions used in this unaudited pro forma condensed consolidated financial information.

The Company purchased the Initial Closing Assets and Other Duke Asset which consisted of 68 properties and a parcel of land at various dates during the second quarter of 2017. The pro forma balance sheet as of June 30, 2017 presents consolidated financial information as if the acquisition of the Subsequent Acquisitions and Pending Acquisitions had taken place on June 30, 2017. The pro forma statements of operations for the year ended December 31, 2016, and the six months ended June 30, 2017, present the pro forma results of operations as if the Initial Closing Assets, the Other Duke Asset, Subsequent Acquisitions, and Pending Acquisitions had taken place as of January 1, 2016. Explanations or details of the pro forma adjustments are in the notes to the financial statements.

HEALTHCARE TRUST OF AMERICA, INC.
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(In thousands, except for share and per share data)
(Unaudited)

| | (A) June 30, 2017 | (B) Subsequent and Pending Acquisitions | June 30, 2017 Pro Forma |
|--|-------------------------|--|-------------------------------|
| ASSETS | | | |
| Real estate investments, net | \$5,889,161 | \$ 203,829 | \$6,092,990 |
| Investment in unconsolidated joint venture | 68,901 | — | 68,901 |
| Cash and cash equivalents | 91,444 | (77,377) | 14,067 |
| Restricted cash and escrow deposits | 33,176 | — | 33,176 |
| Receivables and other assets, net | 175,340 | — | 175,340 |
| Other intangibles, net | 108,736 | 2,765 | 111,501 |
| Total assets | \$6,366,758 | \$ 129,217 | \$6,495,975 |
| LIABILITIES AND EQUITY | | | |
| Liabilities: | | | |
| Debt | \$2,784,162 | \$ 126,668 | \$2,910,830 |
| Accounts payable and accrued liabilities | 135,214 | — | 135,214 |
| Derivative financial instruments - interest rate swaps | 1,569 | — | 1,569 |
| Security deposits, prepaid rent and other liabilities | 55,286 | — | 55,286 |
| Intangible liabilities, net | 78,779 | 2,549 | 81,328 |
| Total liabilities | 3,055,010 | 129,217 | 3,184,227 |
| Redeemable noncontrolling interests | 4,663 | — | 4,663 |
| Equity: | | | |
| Preferred stock, \$0.01 par value; 200,000,000 shares authorized; none issued and outstanding | — | — | — |
| Class A common stock, \$0.01 par value; 1,000,000,000 shares authorized; 200,646,523 shares issued and outstanding as of June 30, 2017 | 2,006 | — | 2,006 |
| Additional paid-in capital | 4,384,483 | — | 4,384,483 |
| Accumulated other comprehensive loss | (816) | — | (816) |
| Cumulative dividends in excess of earnings | (1,164,607) | — | (1,164,607) |
| Total stockholders' equity | 3,221,066 | — | 3,221,066 |
| Noncontrolling interests | 86,019 | — | 86,019 |
| Total equity | 3,307,085 | — | 3,307,085 |
| Total liabilities and equity | \$6,366,758 | \$ 129,217 | \$6,495,975 |

HEALTHCARE TRUST OF AMERICA, INC.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

(A) Historical amounts reported by us in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017. Historical amounts include the impacts of the Initial Closing Assets and the Other Duke Asset as completion of these acquisitions occurred prior to June 30, 2017.

(B) Represents the estimated fair value of Subsequent and Pending Acquisitions for the quarter ended June 30, 2017. We allocated real estate investments, net, approximately \$167.7 million to buildings with an estimated useful life of 39 years, approximately \$19.4 million to lease intangibles with an estimated useful life of 15 years, and approximately \$17.0 million to land.

HEALTHCARE TRUST OF AMERICA, INC.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

(In thousands)

(Unaudited)

| | (A) Three Months March 31, 2017 | (B) Initial Closing Assets | (C) Other Duke Asset | (D) Three Months June 30, 2017 | (E) Initial Closing Assets | (F) Other Duke Asset | (G) Subsequent and Pending Acquisitions | (H) Offerings | Other Pro Forma Adjustments | Pro Forma Six Months June 30, 2017 | |
|---|---|-------------------------------------|-------------------------------|--|-------------------------------------|-------------------------------|---|------------------|--------------------------------------|--|------------|
| Revenues: | | | | | | | | | | | |
| Rental income | \$ 123,993 | \$ 32,987 | \$— | \$ 139,525 | \$ 23,361 | \$— | \$ 7,704 | \$— | \$ 1,017 | (I)(J) | \$ 328,587 |
| Interest and other operating income | 354 | — | — | 354 | — | — | — | — | 71 | (I) | 779 |
| Total revenues | 124,347 | 32,987 | — | 139,879 | 23,361 | — | 7,704 | — | 1,088 | | 329,366 |
| Expenses: | | | | | | | | | | | |
| Rental | 39,020 | 5,220 | — | 43,523 | 3,900 | — | 1,031 | — | 11,239 | (I)(J) | 103,933 |
| Real estate taxes | — | 4,776 | — | — | 3,829 | — | 1,038 | — | (9,643) | (I) | — |
| General and administrative | 8,423 | — | — | 8,472 | — | — | — | — | — | | 16,895 |
| Transaction | 284 | — | — | 5,073 | — | — | — | — | — | | 5,357 |
| Depreciation and amortization | 47,056 | — | — | 55,353 | — | — | — | — | 25,288 | (K) | 127,697 |
| Impairment | — | — | — | 5,093 | — | — | — | — | — | | 5,093 |
| Total expenses | 94,783 | 9,996 | — | 117,514 | 7,729 | — | 2,069 | — | 26,884 | | 258,975 |
| Income before other income (expenses) | 29,564 | 22,991 | — | 22,365 | 15,632 | — | 5,635 | — | (25,796) | | 70,391 |
| Interest expense: | | | | | | | | | | | |
| Interest related to derivative financial instruments | (324) |) — | — | (239) |) — | — | — | — | — | | (563) |
| Net gain on change in fair value of derivative financial instruments | 839 | — | — | 45 | — | — | — | — | — | | 884 |
| Total interest related to derivative financial instruments, | 515 | — | — | (194) |) — | — | — | — | — | | 321 |

| | | | | | | | | | | | |
|--|-----------|----------|-------|------------|----------|-------|---------|------------|------------|--------|-------------|
| including net change in the fair value of derivative financial instruments | | | | | | | | | | | |
| Interest related to debt | (16,058) | — | — | (17,706) | — | — | — | (13,408) | (6,477) | (L) | (53,649) |
| Gain on sales of real estate | 3 | — | — | — | — | — | — | — | — | | 3 |
| Loss on extinguishment of debt, net | (32) | — | — | (10,386) | — | — | — | — | — | | (10,418) |
| Income (loss) from investments in unconsolidated joint venture | — | — | 955 | 63 | — | 850 | — | — | (971) | (J)(K) | 897 |
| Other income | 8 | — | — | 6 | — | — | — | — | — | | 14 |
| Net income (loss) | 14,000 | 22,991 | 955 | (5,852) | 15,632 | 850 | 5,635 | (13,408) | (33,244) | | 7,559 |
| Net income attributable to noncontrolling interests | (455) | — | — | (66) | — | — | — | — | — | | (521) |
| Net income (loss) attributable to common stockholders | \$13,545 | \$22,991 | \$955 | \$(5,918) | \$15,632 | \$850 | \$5,635 | \$(13,408) | \$(33,244) | | \$7,038 |
| Earnings per common share - basic: | | | | | | | | | | | |
| Net income attributable to common stockholders | \$0.10 | | | | | | | | | | \$0.04 (H) |
| Earnings per common share - diluted: | | | | | | | | | | | |
| Net income attributable to common stockholders | \$0.09 | | | | | | | | | | \$0.04 (H) |
| Weighted average number of common shares outstanding: | | | | | | | | | | | |
| Basic | 141,780 | | | | | | | 54,625 | | | 196,405 (H) |
| Diluted | 146,117 | | | | | | | 54,625 | | | 200,742 (H) |

HEALTHCARE TRUST OF AMERICA, INC.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

(In thousands)

(Unaudited)

| | (A) December 31, 2016 | (B) Initial Closing Assets | (C) Other Duke Asset | (G) Subsequent and Pending Acquisitions | (H)Offerings | Other Pro Forma Adjustments | Pro Forma December 31, 2016 |
|--|-----------------------------|-------------------------------------|-------------------------------|---|--------------|-----------------------------------|-----------------------------------|
| Revenues: | | | | | | | |
| Rental income | \$460,563 | \$122,759 | \$— | \$ 12,793 | \$— | \$ 2,080 | (I)(J) \$598,195 |
| Interest and other operating income | 365 | — | — | — | — | 95 | (I) 460 |
| Total revenues | 460,928 | 122,759 | — | 12,793 | — | 2,175 | 598,655 |
| Expenses: | | | | | | | |
| Rental | 143,751 | 20,969 | — | 1,828 | — | 20,961 | (I)(J) 187,509 |
| Real estate taxes | — | 16,196 | — | 1,572 | — | (17,768) | (I) — |
| General and administrative | 28,773 | — | — | — | — | — | 28,773 |
| Transaction | 6,538 | — | — | — | — | — | 6,538 |
| Depreciation and amortization | 176,866 | — | — | — | — | 62,365 | (K) 239,231 |
| Impairment | 3,080 | — | — | — | — | — | 3,080 |
| Total expenses | 359,008 | 37,165 | — | 3,400 | — | 65,558 | 465,131 |
| Income before other income (expenses) | 101,920 | 85,594 | — | 9,393 | — | (63,383) |) 133,524 |
| Interest expense: | | | | | | | |
| Interest related to derivative financial instruments | (2,377) |) — | — | — | — | — | (2,377) |
| Net gain on change in fair value of derivative financial instruments | 1,344 | — | — | — | — | — | 1,344 |
| Total interest related to derivative financial instruments, including net change in the fair value of derivative financial instruments | (1,033) |) — | — | — | — | — | (1,033) |
| Interest related to debt | (59,769) |) — | — | — | (30,550) | (14,353) | (L) (104,672) |
| Gain on sales of real estate | 8,966 | — | — | — | — | — | 8,966 |
| Loss on extinguishment of debt, net | (3,025) |) — | — | — | — | — | (3,025) |
| Income (loss) from investments in unconsolidated joint venture | — | — | 3,794 | — | — | (2,025) | (J)(K) 1,769 |
| Other income | 286 | — | — | — | — | — | 286 |
| Net income (loss) | 47,345 | 85,594 | 3,794 | 9,393 | (30,550) | (79,761) |) 35,815 |

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| | | | | | | | | |
|---|----------|----------|---------|----------|---|--------------|--------------|-------------|
| Net income attributable to noncontrolling interests | (1,433) | — | — | — | — | — | (1,433) | |
| Net income (loss) attributable to common stockholders | \$45,912 | \$85,594 | \$3,794 | \$ 9,393 | | \$ (30,550) | \$ (79,761) | \$34,382 |
| Earnings per common share - basic: | | | | | | | | |
| Net income attributable to common stockholders | \$0.34 | | | | | | | \$0.18 (H) |
| Earnings per common share - diluted: | | | | | | | | |
| Net income attributable to common stockholders | \$0.33 | | | | | | | \$0.18 (H) |
| Weighted average number of common shares outstanding: | | | | | | | | |
| Basic | 136,620 | | | | | 54,625 | | 191,245 (H) |
| Diluted | 140,259 | | | | | 54,625 | | 194,884 (H) |

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HEALTHCARE TRUST OF AMERICA, INC.

NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(A) Historical amounts reported by us in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and in our Annual Report on Form 10-K for the year ended December 31, 2016.

(B) Represents historical and estimated revenues and expenses for the three months ended March 31, 2017 and year ended December 31, 2016, respectively, for the Initial Closing Assets. See the historical June 30, 2017 financials to our unaudited pro forma condensed consolidated balance sheet above as the assets referenced in the respective headings were acquired as of June 30, 2017.

(C) Represents historical and estimated net income for the three months ended March 31, 2017 and year ended December 31, 2016, respectively, for the Other Duke Asset. See Notes (J) and (K) below for depreciation and amortization included in Other Pro Forma Adjustments. See the historical June 30, 2017 financials to our unaudited pro forma condensed consolidated balance sheet above as the assets referenced in the respective headings were acquired as of June 30, 2017.

(D) Historical amounts reported by us in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 and representing only the three months ended June 30, 2017.

(E) Represents the portion of estimated revenues and expenses for the period we did not own the Initial Closing Assets during the three months ended June 30, 2017.

(F) Represents the proportional share of estimated net income for the period we did not own the Other Duke Asset during the three months ended June 30, 2017.

(G) Represents historical and estimated revenues and expenses for the six months ended June 30, 2017 and year ended December 31, 2016, respectively, for the Subsequent and Pending Acquisitions. See Note (B) to our unaudited pro forma

condensed consolidated balance sheet above for a description of the assets referenced in the respective headings.

(H) Represents the equity and debt offerings that occurred to fund the Initial Closing Assets and Other Duke Asset during the six months ended June 30, 2017. The equity and debt offering adjustments consisted of the (i) weighted average number of shares of common stock outstanding and net income (loss) attributable to common shareholders per share of common stock are adjusted to reflect the issuance of 54,625,000 shares of common stock in this offering and assume that the shares were outstanding from January 1, 2016 and (ii) corresponding interest expense from the funding of \$400 million in 2.950% senior notes due 2022 and \$500 million in 3.750% senior notes due 2027.

(I) Represents certain reclassifying adjustments of historical data of the Initial Closing Assets, Subsequent Acquisitions, and Pending Acquisitions to conform to the Company's historical presentation of these items in the condensed combined income statements.

(J) Represents estimated amortization of intangible liabilities and other lease intangible assets for the six months ended June 30, 2017 and year ended December 31, 2016 in rental income, rental expense and income (loss) from investments in unconsolidated joint venture, respectively, from the corresponding balance sheet impacts of allocated above or below market rents and above or below market leasehold interests as contemplated as part of our purchase price allocation for the Initial Closing Assets and the Other Duke Asset which is reported separately (only for the period which we did not own the assets during the six months ended June 30, 2017), the Subsequent Acquisitions, and the Pending Acquisitions based on an estimated weighted average amortization of 15 years.

(K) Represents estimated depreciation expense for the six months ended June 30, 2017 and year ended December 31, 2016, respectively, based on the estimated fair values of the Initial Closing Assets, Other Duke Asset, Subsequent Acquisitions, and Pending Acquisitions and their estimated useful lives. Actual fair values and useful lives are subject to the completion of purchase price allocations and may be materially different for those assets that were not acquired prior to June 30, 2017. Amounts for the Initial Closing Assets and the Other Duke Asset have been adjusted for the six months ended June 30, 2017 to exclude the period we owned the assets and reported in our three months ended June 30, 2017. See Note (D).

(L) We funded approximately \$286 million of the total purchase price for a portion of the Initial Closing Assets with seller financing, bearing interest at 4% per annum. In addition, we assumed a draw on our unsecured revolving credit facility to fund the acquisitions of the Subsequent and Pending Acquisitions, bearing interest at 2.30% per annum.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: August 18, 2017

Healthcare Trust of America, Inc.
By: /s/ Scott D. Peters
Name: Scott D. Peters
Title: Chief Executive
Officer, President and
Chairman

Healthcare Trust of America
Holdings, LP

By: Healthcare Trust of
America, Inc.,
its General Partner

Date: August 18, 2017

By: /s/ Scott D. Peters
Name: Scott D. Peters
Title: Chief Executive
Officer, President and
Chairman

(d) Exhibits.

23.1 Consent of KPMG LLP.

23.2 Consent of Katz, Sapper & Miller, LLP.

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