

HEALTHCARE TRUST OF AMERICA, INC.
Form 8-K
April 30, 2015

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

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

Date of Report (Date of earliest event reported): April 30, 2015 (April 30, 2015)

HEALTHCARE TRUST OF AMERICA, INC.

(Exact name of registrant as specified in its charter)

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 30, 2015, Healthcare Trust of America, Inc. (“HTA”) announced the appointment of Peter N. Foss to its Board of Directors. Mr. Foss has spent over 20 years as an executive of General Electric Company (“GE”). Mr. Foss currently leads GE’s NFL Brain Research Program and was previously President of GE’s Olympic Sponsorship and Corporate Accounts where he had a significant role leading GE’s sales to global companies, including major healthcare providers. The Board has determined that Mr. Foss has no material interests in any transactions with HTA and qualifies as an independent director under the applicable New York Stock Exchange (“NYSE”) and Securities and Exchange Commission (“SEC”) requirements. With the appointment of Mr. Foss, HTA’s Board of Directors will increase to a total of eight members, seven of whom qualify as independent.

As of the date of this filing, Mr. Foss has been appointed to serve on the Board’s Audit Committee, Investment Committee and Compensation Committee. Mr. Foss will be entitled to receive the same compensation for service as an independent director as is provided to other independent directors under HTA’s 2006 Independent Director Compensation Plan, as amended (the “Policy”). Under the Policy, Mr. Foss will receive an annual base retainer of \$50,000, which will be pro-rated for fiscal year 2015, and will be eligible to receive meeting fees as provided in the Policy. Effective upon Mr. Foss’s appointment, he was granted a pro-rated award of 833 restricted shares of HTA. HTA also intends to enter into an indemnification agreement with Mr. Foss that is substantially similar to the form of indemnification agreement executed by other members of the Board of Directors.

Item 7.01 Regulation FD Disclosure.

On April 30, 2015, Healthcare Trust of America, Inc. (NYSE: HTA) issued a press release announcing the appointment of Peter N. Foss to its Board of Directors. Mr. Foss has spent over 20 years as an executive of GE. Mr. Foss currently leads GE’s NFL Brain Research Program and was previously President of GE’s Olympic Sponsorship and Corporate Accounts where he had a significant role leading GE’s sales to global companies, including major healthcare providers. The Board has determined that Mr. Foss has no material interests in any transactions with HTA and qualifies as an independent director under the applicable NYSE and SEC requirements. With the appointment of Mr. Foss, HTA’s Board of Directors will increase to a total of eight members, seven of whom qualify as independent. The full text of the press release is attached as Exhibit 99.1 to this report and is incorporated into this Item 7.01. The information furnished under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is deemed “furnished” and not filed under Section 18 of the Securities Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated April 30, 2015.

SIGNATURES

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

Date: April 30, 2015

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