

Edgar Filing: HEALTHCARE TRUST OF AMERICA, INC. - Form SC 13G

HEALTHCARE TRUST OF AMERICA, INC.
Form SC 13G
September 10, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Healthcare Trust of America Inc

(Name of Issuer)

COMMON

(Title of Class of Securities)

42225P105

(CUSIP Number)

Date of Event which Requires Filing of this Statement

August 30, 2013

Check the appropriate box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (12-02)

Schedule 13G (continued)

CUSIP No. 42225P105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Cohen & Steers, Inc. 14-1904657

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 8,486,302

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
18,207,963

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,207,963

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.47%

12 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Schedule 13G (continued)

CUSIP No. 42225P105

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Cohen & Steers Capital Management, Inc. 13-3353336

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [x]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES 5 SOLE VOTING POWER
8,486,302

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
18,153,227

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,153,227

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.44%

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Schedule 13G (continued)

CUSIP No. 42225P105

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Cohen & Steers UK Limited

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [x]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER 5) SOLE VOTING POWER

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OF 0

SHARES -----
BENEFICIALLY 6) SHARED VOTING POWER
OWNED BY 0
EACH -----
REPORTING 7) SOLE DISPOSITIVE POWER
PERSON 54,736

WITH -----
8) SHARED DISPOSITIVE POWER
0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,736

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03%

12) TYPE OF REPORTING PERSON

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Schedule 13G (continued)

Item 1.

- (a) Name of Issuer:
Healthcare Trust of America Inc
- (b) Address of Issuer's Principal Executive Offices:
16435 N. Scottsdale Road
Suite 320
Scottsdale, Arizona 85254

Item 2.

- (a) Name of Persons Filing:
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd
- (b) Address of Principal Business Office for Cohen & Steers, Inc.
and Cohen & Steers Capital Management, Inc. is:
280 Park Avenue
10th Floor
New York, NY 10017

The principal address for Cohen & Steers UK Ltd. is:
Cohen & Steers UK Ltd

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21 Sackville Street 4th Floor
London, United Kingdom W1S 3DN

- (c) Citizenship:
 - Cohen & Steers, Inc: Delaware corporation
 - Cohen & Steers Capital Management, Inc: New York corporation
 - Cohen & Steers UK Ltd
- (d) Title of Class Securities:
 - Common
- (e) CUSIP Number:
 - 42225P105

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3)
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4. OWNERSHIP:

(a) Amount Beneficially Owned as of August 30, 2013:

See row 9 on cover sheet

(b) Percent of Class:

See row 11 on cover sheet

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

See row 5 on cover sheet

(ii) shared power to vote or direct the vote:

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See row 6 on cover sheet

(iii) sole power to dispose or to direct
the disposition of:

See row 7 on cover sheet

(iv) shared power to dispose or direct
the disposition of:

See row 8 on cover sheet

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS

NO

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON

N/A

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT
HOLDING COMPANY

Cohen & Steers, Inc. holds a 100% interest in Cohen & Steers Capital
Management, Inc., an investment advisor registered under Section 203
of the Investment Advisers Act.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Cohen & Steers, Inc holds a 100% interest in Cohen & Steers Capital
Management, Inc., an investment advisor registered under Section 203
of the Investment Advisers Act.

Item 9 NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief,
the securities referred to above were acquired and are held in the ordinary
course of business and were not acquired and are not held for the purpose of
or with the effect of changing or influencing the control of the issuer
of such securities and were not acquired and are not held in connection with
or as a participant in any transaction having that purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the information set forth in this statement is true,
complete and correct.

Date: September 10, 2013

Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd
By:

/s/ Lisa Phelan

Signature

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Lisa Phelan, Senior Vice President,
Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd

Name and Title

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a Statement on Schedule 13G including amendments thereto with respect to the Common Shares of DCT Industrial Trust Inc. and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of September 10, 2013.

Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd
By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President,
Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
Cohen & Steers UK Ltd

Name and Title

25, 2008

Member of
Deloitte Touche Tohmatsu

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**PICO HOLDINGS, INC. EMPLOYEES 401(k)
RETIREMENT PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2007 AND 2006**

	2007	2006
ASSETS:		
Investments:		
Mutual funds	\$ 7,123,563	\$ 5,729,505
Common stock	1,968,478	1,983,461
Common collective trust fund	1,357,888	1,426,635
Total investments	10,449,929	9,139,601
Receivables employer s profit-sharing contributions	282,659	253,758
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	10,732,588	9,393,359
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	11,129	28,713
NET ASSETS AVAILABLE FOR BENEFITS	\$ 10,743,717	\$ 9,422,072

See notes to financial statements.

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**PICO HOLDINGS, INC. EMPLOYEES 401(k)
RETIREMENT PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006**

	2007	2006
ADDITIONS:		
Interest and dividends	\$ 736,957	\$ 358,771
Net (depreciation) appreciation in fair value of investments	(46,554)	413,863
Contributions:		
Employer	445,745	414,896
Participants	344,621	318,253
Other	12,757	2,714
 Total additions	 1,493,526	 1,508,497
 BENEFITS PAID TO PARTICIPANTS	 171,881	 196,131
 NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	 1,321,645	 1,312,366
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	9,422,072	8,109,706
 End of year	 \$ 10,743,717	 \$ 9,422,072

See notes to financial statements.

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**PICO HOLDINGS, INC. EMPLOYEES 401(K)
RETIREMENT PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006**

1. DESCRIPTION OF PLAN

The following description of the PICO Holdings, Inc. Employees 401(k) Retirement Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

General The Plan is a defined contribution 401(k) profit-sharing plan covering eligible employees as defined in the Plan Agreement of PICO Holdings, Inc. (the Plan Sponsor). The Plan was adopted to provide retirement benefits to employees of the Plan Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and has been determined to be qualified for tax-exempt status by the Internal Revenue Service (IRS).

Effective October 1, 2005, the Plan year was changed from September 30 to December 31.

Contributions Each year, participants may contribute up to the maximum allowed by law of pretax annual compensation, as defined in the Plan, currently \$15,500. The Plan Sponsor matches up to 5% of the elective deferral of base compensation that a participant contributes to the Plan. The Plan Sponsor s matching contribution does not begin until the first day of the quarter after an employee completes one year of service. Additional amounts which represent profit sharing, as defined in the Plan, may be contributed at the option of the Plan Sponsor s board of directors.

Participant Accounts Each participant s account is credited with the participant s contributions, employer matching contributions and allocations of (a) the Plan Sponsor s discretionary profit-sharing contributions and (b) Plan earnings, and debited for withdrawals as applicable. Forfeited balances of terminated participants nonvested accounts are used to first reinstate previously forfeited account balances of reemployed participants, and any remainder will be used to reduce the Plan Sponsor s discretionary profit-sharing contribution for the current or subsequent Plan year in which the forfeiture occurs. Forfeitures of \$7,700 and \$14,980 for the years ended December 31, 2007 and 2006, respectively, were used to reduce the Plan Sponsor s discretionary profit-sharing contribution.

Vesting Participants are immediately vested in their contributions, the employer matching contributions, plus earnings thereon. Effective January 1, 2007, the vesting schedule for discretionary employer contributions to the Plan was amended, allowing participants to become partially vested after two years of service and fully vested after six years of service.

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Vesting in the Plan Sponsor's discretionary profit-sharing contribution portion of their accounts plus actual earnings thereon is based on years of credited service in accordance with the following schedule:

Years of Service	Percentage
Less than 2	%
2	20
3	40
4	60
5	80
6 or more	100

Investment Options Upon enrollment in the Plan, a participant may direct 100% of elective deferrals, employer matching contributions, and discretionary profit-sharing amounts. A participant chooses from a number of different mutual fund options, including common collective trust funds. In addition, participants are able to invest in the stock of the Plan Sponsor.

Loans to Participants Loans to participants are not permitted under the Plan.

Payment of Benefits Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments. If the value of the participant's account is \$1,000 or less, the Trustee shall distribute the entire vested account to the participant. No such amounts were payable at December 31, 2007 and 2006.

Plan Termination While the Plan Sponsor has not expressed any intent to discontinue the Plan or its contributions thereto, it has the right to do so at any time, subject to the provisions of ERISA. In the event of partial or total termination of the Plan, participants' account balances become fully vested and the disposition of the net assets must be made for the benefit of the participants or their beneficiaries.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation The accounting records of the Plan are maintained on the accrual basis. Purchases and sales of securities are recorded on the trade date. Interest income is recorded as earned and dividend income is recorded on the ex-dividend date. The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation Investments in mutual funds and Plan Sponsor common stock fund are valued at quoted market prices. Common collective trust funds are stated at fair value as determined by the issuer of the common/collective trust funds based on the fair market value of the underlying investments. Common collective trust funds with underlying investments in investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value.

The MCM Stable Asset Fund is a stable value fund that is a commingled pool of the Union Bond & Trust Company. The fund may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

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Administrative Expenses The Plan's expenses are paid by the Plan Sponsor.

Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets and the changes in net assets during the reporting period and disclosure of contingent assets at the date of the financial statements. Actual results could differ from those estimates.

Investment Risk The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

3. TAX STATUS

The IRS has determined and informed the Company, by a letter dated September 17, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since the latest determination letter. However, the Plan administrator believes the Plan, as currently designed, is in compliance and is being operated within the applicable requirements of the IRC.

4. INVESTMENTS

The Plan's investments which exceeded 5% of net assets available for benefits as of December 31, 2007 and 2006, consisted of the following:

	2007	2006
PICO Holdings, Inc., common stock	\$1,968,478	\$1,983,461
Mutual funds:		
Royce Premier Fund	1,150,774	929,614
Columbia Intermediate Bond Z	910,887	772,529
Washington Mutual Investors	796,372	867,869
Europacific Growth Fund	1,021,371	794,441
Growth Fund of America	778,919	577,910
Dreyfus Emerging Markets	623,270	
Common Collective Trusts:		
MCM Stable Asset Value Fund	1,369,017	1,426,635

During the years ended December 31, 2007 and 2006, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) as follows:

	2007	2006
Net appreciation (depreciation) in fair value of investments whose fair value was determined by quoted market price:		
Common stock	\$ (73,335)	\$ 144,584
Mutual funds	26,781	269,279
Total	\$ (46,554)	\$ 413,863

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5. RELATED-PARTY TRANSACTIONS

Plan investments include common stock of PICO Holdings, Inc. PICO Holdings, Inc. is the Plan Sponsor, Smith Barney Corporate Trust Company is the Plan custodian, and Citistreet Retirement Services is the recordkeeper. The Plan Sponsor pays all administrative expenses of the Plan. These totaled approximately \$39,000 and \$36,000 in 2007 and 2006, respectively.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

At December 31, 2007 and 2006, the Plan held 58,550 and 57,045 shares, respectively, of common stock of, the Plan Sponsor, with a cost basis of \$939,944 and \$857,421, respectively. During the year ended December 31, 2007, the Plan recorded no dividend income from such shares.

7. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

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SUPPLEMENTAL SCHEDULE

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**PICO HOLDINGS, INC. EMPLOYEES 401(k)
RETIREMENT PLAN AND TRUST
FORM 5500 SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
AS OF DECEMBER 31, 2007**

Description	Number of Shares	Cost	Fair Market Value
INVESTMENTS:			
Mutual funds:			
AIM Energy Fund Investor Class	4,575	\$ 225,131	\$ 204,113
AIM Global Health Care Fund	7,373	216,344	212,786
Aston Montag & Caldwell	10,159	273,193	271,868
Blackrock International Value	3,130	95,264	92,173
Columbia Intermediate Bond Z	103,746	928,725	910,887
Dreyfus Emerging Markets	31,336	651,452	623,270
Dreyfus US Treasury Long	2,004	31,924	33,375
Europacific Growth Fund	20,165	779,116	1,021,371
Gamco Growth	3,472	104,225	125,537
Growth Fund of America	23,052	744,294	778,919
ING GNMA Income Fund	1,958	16,550	16,525
Legg Mason S&P 500	18,969	244,864	283,200
NB Focus Trust	11,750	328,110	235,594
Royce Premier Fund	66,289	963,082	1,150,773
RS Smaller Co	8,759	202,191	179,202
T Rowe Price International Bond Fund	18,629	183,349	187,598
Washington Mutual Investors	23,730	717,508	796,372
Total mutual funds		6,705,322	7,123,563
Common collective trust fund MCM Stable Asset Value Fund	87,324	1,198,756	1,357,888
* PICO Holdings, Inc., common stock		939,994	1,968,478
TOTAL		\$ 8,844,072	\$ 10,449,929

* Party-in-interest.

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SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**PICO HOLDINGS, INC. EMPLOYEES
401(k)
RETIREMENT PLAN AND TRUST**

/s/ Maxim C. W. Webb

Date: June 30, 2008

Chief Financial Officer and Treasurer

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**PICO HOLDINGS, INC.
EMPLOYEES 401(k) RETIREMENT PLAN AND TRUST
ANNUAL REPORT ON FORM 11-K
For plan year ended December 31, 2007
INDEX TO THE EXHIBITS**

Exhibit Number	Description
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm

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