EXHIBIT S

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As filed with the Securities and Exchange Commission on April 6, 2009

Registration No. 333-

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

Form S-11

FOR REGISTRATION UNDER
THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

GRUBB & ELLIS HEALTHCARE REIT, INC.

(Exact name of registrant as specified in its governing instruments)

(To be named Healthcare Trust of America, Inc.
prior to effectiveness of this Registration Statement)

1551 N. Tustin Avenue, Suite 300
Santa Ana, California 92705
(714) 667-8252

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Scott D. Peters
Chief Executive Officer, President and Chairman
The Promenade, Suite 440
16427 North Scottsdale Road
Scottsdale, AZ 85254
(480) 998-3478

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Lesley H. Solomon **Alston & Bird LLP** **1201 West Peachtree Street** **Atlanta, Georgia 30309** **(404) 881-7000**	**Peter M. Fass** **Steven A. Fishman** **Proskaur Rose LLP** **1585 Broadway** **New York, NY 10036** **(212) 969-3025**	**John F. Nicholson** **Cox, Castle & Nicholson LLP** **2049 Century Park East, 28th Floor** **Los Angeles, CA 90067** **(310) 277-4222**

Approximate date of commencement of proposed sale to public: As soon as practicable after the effectiveness of the registration statement.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: ☑

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

rge accelerated filer	☐	Accelerated filer	☐
n-accelerated filer	☑ (Do not check if a smaller reporting company)	Smaller reporting company	☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Offering Price per Unit	Proposed Aggregate Offering Price	Amount of Registration Fee

imary Offering, Common Stock, $0.01 par value per share	200,000,000	$10.00	$2,000,000,000	$111,600.00
stribution Reinvestment Plan, Common Stock, $0.01 par value per share	21,052,632	$9.50	$200,000,000	$11,160.00
ıtal, Common Stock, $0.01 par value per share	221,052,632	—	$2,200,000,000	$122,760.00

(1) The registrant reserves the right to reallocate shares of common stock being offered between the primary offering and the distribution reinvestment plan. Estimated solely for purposes of determining the registration fee pursuant to Rule 457.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

* * *

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and supervise our employees and third party service providers, who will be retained on an as-needed basis. All key personnel will report directly to Mr. Peters.

- *Governance.* An integral part of our self-management program is our experienced board of directors. Our board of directors provides effective ongoing governance for our company and spends a substantial amount of time overseeing our transition to self-management. Our governance and management framework is one of our key strengths.

- *Significantly Reduced Cost.* From inception through December 31, 2008, we incurred to REIT Advisor and its affiliates approximately \$28,479,000 in acquisition fees; approximately \$7,767,000 in asset management fees; approximately \$2,963,000 in property management fees; and approximately \$1,513,000 in leasing fees. We expect third party property management expenses and third party acquisition expenses, including legal fees, due diligence fees and closing costs, to remain approximately the same as under external management. We believe that the total cost of the self-management program will be substantially less than the cost of external management. While our board of directors, including a majority of our independent directors, previously determined that the fees to REIT Advisor were fair, competitive and commercially reasonable to us and on terms and conditions not less favorable to us than those available from unaffiliated third parties, we now believe that by having our own employees and independent consultants manage our operations and retain third party providers, we will significantly reduce our cost structure.

- *No Internalization Fees.* Unlike many other non-listed REITs that internalize or pay to acquire various management functions and personnel, such as advisory and asset management services, from their sponsor or advisor prior to listing on a national securities exchange for substantial fees, we will not be required to pay such fees under our self-management program. We believe that by not paying such fees, as well as operating more cost-effectively under our self-management program, we will save a substantial amount of money. To the extent that our management and board of directors determine that utilizing third party service providers for certain services is more cost-effective than conducting such services internally, we will pay for these services based on negotiated terms and conditions consistent with the current marketplace for such services on an as-needed basis.

- *Funding of Self-Management.* We believe that the cost of the self-management program will be substantially less than the cost of external management. Therefore, although we are incurring additional costs now related to our transition to self-management, we expect the cost of the self-management program to be effectively funded by future cost savings. Pursuant to the amended advisory agreement, we have already reduced acquisition fees and asset management fees payable to REIT Advisor, which we believe will result in substantial cost savings. In addition, we anticipate that we will achieve further cost savings in the future as a result of reduced and/or eliminated acquisition fees, asset management fees, internalization fees and other outside fees.

- *Dedicated Management and Increased Accountability.* Under our self-management program, our officers and employees will only work for our company and will not be associated with any outside advisor or other third party service providers. Our management team, led by Mr. Peters, has direct oversight of employees, independent consultants and third party service providers on an ongoing basis. We believe that these direct reporting relationships along with our performance-based compensation programs and ongoing oversight by our management team create an environment for and will achieve increased accountability and efficiency.

- *Conflicts of Interest.* We believe that self-management works to remove inherent conflicts of interest that necessarily exist between an externally advised REIT and its advisor. The elimination or reduction of these inherent conflicts of interest is one of the major reasons that we elected to proceed with the self-management program.

Q: What is the role of your President and Chief Executive Officer?

A: Scott D. Peters, our Chairman of the Board, Chief Executive Officer and President, was instrumental in the creation, development and implementation of our company and its investment and asset management

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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 21, 2009

Grubb & Ellis Healthcare REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland	000-53206	20-4738467
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1551 N. Tustin Avenue, Suite 300, Santa Ana, California	92705
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 714-667-8252

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))

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Item 7.01 Regulation FD Disclosure.

On or about April 21, 2009, we released a Letter to Stockholders which provides an update regarding Grubb & Ellis Healthcare REIT, Inc., or the Letter to Stockholders. The Letter to Stockholders will be included with our Annual Report on Form 10-K when it is mailed to stockholders later this month. The full text of the Letter to Stockholders is attached as Exhibit 99.1 to this report and is incorporated by reference into this Item 7.01.

The information furnished under this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

99.1 Grubb & Ellis Healthcare REIT, Inc. Letter to Stockholders, dated April 21, 2009

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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.

Grubb & Ellis Healthcare REIT, Inc.

April 21, 2009

By: /s/ Scott D. Peters

Name: Scott D. Peters
Title: Chief Executive Officer and President

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Exhibit Index

Exhibit No.	Description
99.1	Grubb & Ellis Healthcare REIT, Inc. Letter to Stockholders, dated April 21, 2009

EX-99.1 2 exhibit1.htm EX-99.1

Grubb & Ellis Healthcare REIT, Inc.

Santa Ana, CA Office:

1551 N. Tustin Avenue, Suite 300

Santa Ana, CA 92705

714.667.8252

Scottsdale, AZ Office:

The Promenade, Suite 440

16427 N. Scottsdale Road

Scottsdale, Arizona 85254

480.998.3478

www.gbe-reits.com/healthcare

April 21, 2009

**Update on Grubb & Ellis Healthcare REIT, Inc.
(to be named Healthcare Trust of America, Inc.)**

Dear Stockholder:

The purpose of this letter is to provide you with an update concerning your investment in Grubb & Ellis Healthcare REIT, Inc. This past year was an extremely exciting, challenging and productive year. With the support and guidance of our experienced Board of Directors, we have put into place a self-management program for our REIT. We believe this self-management program will provide substantial value to our stockholders, enterprise value for our company, and position our company for future liquidity opportunities in accordance with our business plan. It is outlined in more detail below.

REIT Philosophy

Our philosophy is to remain financially strong, sustain our distributions, and to grow our portfolio. Consistent with our philosophy, our corporate model is self-managed and performance driven, with our stockholders coming first.

We have an extremely strong balance sheet. As of the date of this letter, we have approximately $250 million of cash that we intend to use for acquisitions. Last year, as the economy weakened, our Board felt that patience, discipline, and ample liquidity in 2009 would uniquely position our company. Over the coming months, our balance sheet, which includes our available cash for acquisitions and a number of assets already purchased for cash which can be re-financed, provides us with the ability to acquire approximately $600 to $700 million in new acquisitions (assuming we use 50% leverage) at today's valuations. We will target new acquisitions that will be accretive, provide significant cash flow and generate substantial funds from operations, which will increase our ability to cover our distributions. We also believe that the reduction in acquisition and asset management fees to our advisor discussed below will further increase our cash flow and funds from operations.

We have raised over $900 million in gross offering proceeds and completed 44 acquisitions with over $1.0 billion in assets. We are actively engaged in the acquisition process. We have engaged a 25-year seasoned veteran in the healthcare industry, Mark Engstrom, who is leading us in reviewing acquisition opportunities. Mark was recently CEO of a private healthcare company and brings tremendous relationships and operating experience to our management team.

Our acquisition philosophy is guided by our Board's Investment Committee comprised of three of our independent directors and me. We have been and will remain both patient and flexible in this changing marketplace. Our strategy is to actively seek out and negotiate transactions which meet our strict acquisition standards. In the past three to nine months, market conditions have caused asset pricing to continually adjust. We have taken advantage of opportunities to acquire solid performing healthcare assets at extremely advantageous values. We have passed on potential transactions which were not priced to reflect current market conditions. We will continue to be disciplined and patient in exploring acquisition opportunities.

Self-Management

A key priority for our REIT today and in the future is to retain and prudently expand our highly qualified management team with a performance based cost structure. Self-management is another term for internal management. We have hired, and will continue to search for and hire, our own employees and service providers and not rely on an external advisor or sponsor.

Last November, after extensive discussions with our advisor, we entered into an amended advisory agreement that achieved two primary objectives: (1) it substantially reduced the acquisition and asset management fees we pay our advisor, and (2) it set the framework for our transition to self-management. Our advisor agreed to use reasonable efforts to cooperate with us as we pursue our self-management program. We will be working closely with our advisor, consistent with our existing agreements under which Grubb & Ellis is and remains fully committed to providing services to us, assisting with an orderly transition and coordinating any of its own activities consistent with such agreements.

Our efficiency and performance continue to improve to the benefit of our stockholders. We have achieved substantial savings as a result of the reduction in fees to our advisor. We expect cost savings to continue and increase as we complete our transition to self-management. We have also eliminated any need to pay any major internalization fee(s) to our advisor. These internalization fees have cost other externally advised REITs millions of dollars. We have evolved into an independent, self-managed organization. We will continue to contract out certain services at negotiated rates, subject to performance standards and oversight.

Prior to or upon completion of our transition to self-management, we intend to change our name to *Healthcare Trust of America, Inc.* We believe this new name is consistent with our REIT being an independent self-managed entity and will uniquely identify our company in the marketplace.

New Strategic Relationship

Our advisory agreement with our advisor runs until September 20, 2009. This relationship with our advisor has been mutually beneficial and has assisted us to grow our portfolio and evolve to a self-management model. Both of us will continue to work closely together to transition our relationship, as we move closer to the expiration of the advisory agreement.

We recently established a strategic relationship with American Realty Capital II (ARC) and its affiliated entities, including ARC's brokerage entity. This new relationship will provide us with a backup support provider, consistent with our self-management model. We now have future access to consulting and various backup support services at negotiated, market driven rates. These backup support services are available to us if and when we request them. Our management team will perform these services internally, unless it determines that it is more prudent to outsource them. The ARC relationship provides us with a dependable and ongoing outside service provider. Importantly, we are not limited in using our own management team or any other service provider. This flexible market-driven relationship is consistent with our stockholder first, self-management and performance-driven model.

Looking Forward

We are a well positioned company with a strong self-management program. As we move forward, our performance-based cost structure will continue to substantially reduce future acquisition, asset management, and property management fees. We believe that it is in the best interests of our existing stockholders to continue to raise money and acquire and manage new income producing assets. We have taken steps to preserve our flexibility so that we can continue to enhance our REIT and provide value to our stockholders.

We appreciate and value your trust, patience, and confidence in us. We are and will remain committed to perform consistent with your expectations, in the short and long term.

Very truly yours,

Scott D. Peters
Chairman, President, & CEO

Enclosures

This letter contains certain forward-looking statements about the company and its self-management plan. Any forward-looking statements are based upon the current beliefs and expectations of management and involve risks, uncertainties and other factors that may cause the actual results or performance of the company and its affiliates to be materially different from any future results or performance expressed or implied by such forward-looking statements, including those risks identified in our Annual Report on Form 10-K for the year ended December 31, 2008, a copy of which is enclosed with this letter.

The material in this letter does not constitute an offer to sell, nor a solicitation of an offer to buy any securities described herein. Such an offering can only be made by a prospectus.

To review our current filings please log onto: www.gbe-reits.com/Healthcare.