

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bardin Hill Investment Partners LP</u> (Last) (First) (Middle) 477 MADISON AVENUE, 8TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [NEXT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$ 0.0001 par value	12/31/2018		D		408,353 ⁽³⁾	D	(3)	9,858,200 ⁽⁴⁾	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Bardin Hill Investment Partners LP</u> (Last) (First) (Middle) 477 MADISON AVENUE, 8TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
Dillow Jason		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP 477 MADISON AVE., 8TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
Greene John Winand JR		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP 477 MADISON AVENUE, 8TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1).
2. See Exhibit 99.1 for text of footnote (2).
3. See Exhibit 99.1 for text of footnote (3).
4. See Exhibit 99.1 for text of footnote (4).
5. See Exhibit 99.1 for text of footnote (5).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the second of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than ten Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of ten Reporting Persons. This Form 4 is filed by Designated Filer Bardin Hill Investment Partners LP.

[Bardin Hill Investment Partners LP](#) By: [/s/ Suzanne McDermott](#) Name: [Suzanne](#) [01/03/2019](#)
 McDermott Title: [Chief Compliance Officer](#)
 By: [/s/ John Freese](#) Name: [John Freese](#) Title: [Deputy General Counsel](#) [01/03/2019](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 99.1

Name and Address of Reporting Person: Bardin Hill Investment Partners LP
477 Madison Avenue, Eighth Floor
New York, NY 10022

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction to be Reported (Month/Day/Year): December 31, 2018

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: HCN GP LLC (“HCN GP”), HCN LP (“HCN”), Halcyon Mount Bonnell Fund LP (“Mount Bonnell”), Bardin Hill Fund GP LLC (“Bardin Hill GP”), Bardin Hill Event-Driven Master Fund LP (“Master Fund”), Halcyon Energy, Power & Infrastructure Capital Holdings LLC (“HEPI”), First Series of HDML Fund I LLC (“HDML”), Bardin Hill Investment Partners LP (“Bardin Hill”), Avinash Kripalani, Jason Dillow, Kevah Konner and John Greene.

(2) HCN GP is the general partner of HCN. Bardin Hill GP is the investment member of HDML and the general partner of Mount Bonnell and Master Fund. Bardin Hill is the investment manager for each of HEPI, Mount Bonnell, HCN, HDML and Master Fund. Investment decisions of Bardin Hill are made by one or more of its portfolio managers, including Jason Dillow, Kevah Konner and John Greene, each of whom has individual decision-making authority. Avinash Kripalani is a Managing Principal at Bardin Hill and serves on the board of directors of the Issuer as Bardin Hill’s representative.

(3) Represents shares forfeited to the Issuer for no consideration when a certain milestone was not achieved pursuant to that certain Merger Agreement, dated April 17, 2017, by and among Harmony Merger Corporation, Harmony Merger Sub, LLC, NextDecade, LLC and certain members of NextDecade, LLC and entities affiliated with such members (the “Merger Agreement”), which includes: 78,322 shares forfeited by HEPI; 182,697 shares forfeited by HCN; 118,790 shares forfeited by Mount Bonnell; and 28,544 shares forfeited by HDML.

(4) Represents 1,819,671 shares directly held by HEPI (including 78,322 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 4,272,893 shares directly held by HCN (including 182,698 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 2,759,968 shares held directly held by Mount Bonnell (including 118,790 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 676,257 shares directly held by HDML (including 28,544 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 329,411 shares directly held by Master Fund.

(5) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its, his or her pecuniary interest.

Joint Filer Information

Name of Joint Filer: Bardin Hill Investment Partners LP
Address of Joint Filer: 477 Madison Avenue, 8th Floor
New York, NY 10022
Relationship of Joint Filer to Issuer: Director
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018
Designated Filer: Bardin Hill Investment Partners LP

Signature:

Bardin Hill Investment Partners LP

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: HCN LP

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

HCN LP
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: HCN GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

HCN GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019
Date

Joint Filer Information

Name of Joint Filer: Halcyon Mount Bonnell Fund LP

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

Halcyon Mount Bonnell Fund LP
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: Bardin Hill Event-Driven Master Fund LP

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

Bardin Hill Event-Driven Master Fund LP
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: Bardin Hill Fund GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

Bardin Hill Fund GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: Halcyon Energy, Power & Infrastructure Capital Holdings LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

Halcyon Energy, Power & Infrastructure Capital Holdings LLC
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: First Series of HDML Fund I LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

First Series of HDML Fund I LLC
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Avinash Kripalani

Name: Avinash Kripalani

January 3, 2019

Date

Joint Filer Information

Name of Joint Filer: Kevah Konner

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Kevah Konner

Name: Kevah Konner
Title: Senior Managing Principal, Chief Risk Officer and Portfolio Manager

January 3, 2019
Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Jason Dillow

Name: Jason Dillow
Title: Chief Executive Officer and Chief Investment Officer

January 3, 2019
Date

Joint Filer Information

Name of Joint Filer: John Greene

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): December 31, 2018

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ John Greene

Name: John Greene
Title: Portfolio Manager and Managing Principal

January 3, 2019
Date