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

SCHEDULE 13D*

Under the Securities Exchange Act of 1934

(Amendment No. 5)

NextDecade Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of class of securities)

65342K105

(CUSIP number)

Owen Schmidt Valinor Management L.P. 510 Madison Avenue, 25th Floor New York, New York 10022 (212) 918-5226

With copies to: Jackie Cohen Weil, Gotshal & Manges, LLP 767 Fifth Avenue New York, New York 10153 (212) 310-8000

(Name, address and telephone number of person authorized to receive notices and communications)

August 23, 2018

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. □

			Schedule 13D						
CUSIP No. 65342K105									
	NAME O	NAME OF REPORTING PERSON.							
1	Valinor C	Valinor Capital Partners, L.P.							
•	CHECK T	ГНЕ АРР	PROPRIATE BOX IF A MEMBER OF A GROUP.	(a) 🗆					
2				(b) 🗆					
3	SEC USE	EC USE ONLY.							
4	SOURCE	OF FUN	DS.						
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	CITIZEN	SHIP OF	R PLACE OF ORGANIZATION.						
6	Delaware								
		_	SOLE VOTING POWER.						
		7	No change reported.						
			SHARED VOTING POWER.						
NUMBER OF S BENEFICIA	U		No change reported.						
OWNED BY I REPORTING P			SOLE DISPOSITIVE POWER.						
WITH:	9	9	No change reported.						
	-		SHARED DISPOSITIVE POWER.						
		10	No change reported.						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.								
11	No change reported.								
10	СНЕСК І	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
12									
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
13	No change reported.								
4.4	TYPE OF REPORTING PERSON.								
14	PN								

			Schedule 13D							
С	USIP No.	65342K1	105							
1	NAME OF REPORTING PERSON. Valinor Capital Partners Offshore Master Fund, L.P.									
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. (a) (b) (b)									
3	SEC USE ONLY.									
4	SOURCE OF FUNDS. OO									
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).									
6	CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands									
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		7 8 9 10	SOLE VOTING POWER. No change reported. SHARED VOTING POWER. No change reported. SOLE DISPOSITIVE POWER. No change reported. SHARED DISPOSITIVE POWER. No change reported.							
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON. No change reported.									
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES									
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) No change reported.									
14	TYPE OF REPORTING PERSON. PN									

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CU	JSIP No. 6	55342K1	05					
	NAME OI	NAME OF REPORTING PERSON.						
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2	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP.	(a) □ (b) □				
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	Delaware		SOLE VOTING POWER.					
		7	No change reported.					
			SHARED VOTING POWER.					
NUMBER OF S BENEFICIA		8	No change reported.					
OWNED BY I REPORTING P			SOLE DISPOSITIVE POWER.					
WITH:	9	9	No change reported.					
			SHARED DISPOSITIVE POWER.					
		10	No change reported.					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.							
11	No change reported.							
40	СНЕСК І	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12								
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
13	No change reported.							
4.4	TYPE OF	TYPE OF REPORTING PERSON.						
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			Schedule 13D						
CUSIP No. 65342K105									
	NAME OF REPORTING PERSON.								
1									
-	Valinor A	ssociates	s, LLC						
	CHECK '	ГНЕ АРЕ	PROPRIATE BOX IF A MEMBER OF A GROUP.	(a) 🗆					
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	<u> </u>		SOLE VOTING POWER.						
		7	No change reported.						
NUMBER OF S	HADES	8	SHARED VOTING POWER.						
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WITH:		9	No change reported.						
	•		SHARED DISPOSITIVE POWER.						
		10							
			No change reported.						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.								
11	No chang	No change reported.							
	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
13	No change reported.								
	TYPE OF REPORTING PERSON.								
14	00								

^{*}Includes shares owned by Valinor Capital Partners, L.P., VND Partners, L.P. and Valinor Capital Partners Offshore Master Fund, L.P.

					Schedule 13D						
CUSIP No. 65342K105											
	NAME OF REPORTING PERSON.										
1	Valinor Management, L.P.										
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. (a) \Box (b) \Box										
3	SEC USE	SEC USE ONLY.									
4	SOURCE OO	E OF FUN	NDS.								
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	10 No change reported.										
44	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.									
11	No chang	No change reported.									
12	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES									
4-	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)										
13	No change reported.										
1.4	TYPE OF	TYPE OF REPORTING PERSON.									
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^{*}Includes shares owned by Valinor Capital Partners, L.P., VND Partners, L.P. and Valinor Capital Partners Offshore Master Fund, L.P.

					Schedule 13D					
CUSIP No. 65342K105										
	NAME OF REPORTING PERSON.									
1	David G	allo								
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. (a) (b) (b)								
3	SEC USE	SEC USE ONLY.								
4	SOURCE OO	E OF FUN	NDS.							
5	CHECK	IF DISC	LOSURE OF LEC	GAL PROCEEDING	GS IS REQUIRED P	URSUANT TO	O ITEMS 2(D) OR 2(E).			
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	•	-	SOLE VOTING	POWER.						
		7	No change reported.							
			SHARED VOTING POWER.							
NUMBER OF S BENEFICIA OWNED BY 1	LLY	8	No change repo	rted.						
REPORTING P	PERSON	0	SOLE DISPOSI	TIVE POWER.						
WITH:	9	No change repo	rted.							
		10	SHARED DISPO	OSITIVE POWER.						
	10 No change reported.									
44	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.								
11	No chang	No change reported.								
12	СНЕСК	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES								
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)									
13	No change reported.									
1.4	TYPE OI	TYPE OF REPORTING PERSON.								
14	IN									

^{*}Includes shares owned by Valinor Capital Partners, L.P., VND Partners, L.P. and Valinor Capital Partners Offshore Master Fund, L.P.

This Amendment No. 5 ("Amendment No. 5") amends the Schedule 13D originally filed with the U.S. Securities and Exchange Commission (the "Commission") on August 3, 2017, as amended (as amended, the "Statement"), and is filed by the Reporting Persons with respect to the common stock, \$0.0001 par value per share ("Shares"), of NextDecade Corporation (the "Issuer"). Capitalized terms used herein but not defined shall have the meaning given to them in the Statement.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

On August 23, 2018, the Issuer entered into a Series B Convertible Preferred Stock Purchase Agreement with certain funds managed by BlackRock. Concurrently, Valinor Management, L.P. ("Valinor Management") severally on behalf of certain of its funds or accounts managed by it, entered into a Stockholder Support Agreement (the "Support Agreement") with the Issuer pursuant to which Valinor Management agreed to vote (or cause to be voted), at a special meeting of the stockholders of the Issuer, all Voting Securities (as defined in the Support Agreement) owned or held by Valinor Management or over which Valinor Management has voting control, in favor of the issuance of Series B Convertible Preferred Stock by the Issuer pursuant to the Series B Convertible Preferred Stock Purchase Agreement. Furthermore, Valinor Management agreed, during the term of the Support Agreement, not to directly or indirectly transfer any such Voting Securities except to an affiliate or to a transferee who agrees to be bound by the terms of the agreement. The Support Agreement terminates upon the earlier to occur of (i) the Closing Date (as defined in the Series B Preferred Stock Purchase Agreement) and (ii) October 31, 2018. The foregoing is a summary of the material terms of the Support Agreement and is qualified in its entirety by reference to the full text of the Support Agreement, which is attached hereto as Exhibit 9.

As disclosed in the Issuer's Form 8-K filed with the SEC on August 24, 2018, the Issuer plans to grant the holders of the Issuer's Series A Convertible Preferred Stock, including Valinor Management, the right to purchase their pro rata share, along with each holder of the Issuer's Series B Convertible Preferred Stock, of any future issuance of shares of Series C Convertible Preferred Stock of the Issuer, under certain circumstances.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The response to Item 4 of this Amendment No. 5 is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is amended and supplemented as follows:

9 Stockholder Support Agreement, dated as of August 23, 2018 (incorporated by reference herein from Exhibit 99.2 to the Issuer's Form 8-K filed with the SEC on August 24, 2018).

10* Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Exchange Act.

^{*} Filed herewith.

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: August 27, 2018 Valinor Management, L.P. By: /s/ David Angstreich Name: David Angstreich Title: Chief Operating Officer **David Gallo** Date: August 27, 2018 /s/ David Gallo Valinor Associates, LLC Date: August 27, 2018 /s/ David Angstreich Name: David Angstreich Title: Chief Operating Officer Date: August 27, 2018 Valinor Capital Partners Offshore Master Fund, L.P. /s/ David Angstreich Name: David Angstreich

VND Partners, L.P.

By: /s/ David Angstreich
Name: David Angstreich
Title: Chief Operating Officer

Valinor Capital Partners, L.P.

Title: Chief Operating Officer

By: /s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

Date: August 27, 2018

Date: August 27, 2018

Exhibit Index

- Stockholder Support Agreement, dated as of August 23, 2018 (incorporated by reference herein from Exhibit 99.2 to the Issuer's Form 8-K filed with the SEC on August 24, 2018).
- <u>10*</u> Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Exchange Act.

* Filed herewith.

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of common stock, \$0.0001 par value per share, of NextDecade Corporation is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The execution and filing of this agreement shall not be construed as an admission that the undersigned are a group, or have agreed to act as a group.

Dated: August 27, 2018

Valinor Management, L.P.

By: /s/ David Angstreich

Name: David Angstreich Title: Chief Operating Officer

David Gallo /s/ David Gallo

Valinor Associates, LLC

By: /s/ David Angstreich

Name: David Angstreich Title: Chief Operating Officer

Valinor Capital Partners Offshore Master Fund, L.P.

By: /s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

VND Partners, L.P.

By: /s/ David Angstreich

Name: David Angstreich Title: Chief Operating Officer

Valinor Capital Partners, L.P.

By: /s/ David Angstreich

Name: David Angstreich Title: Chief Operating Officer