

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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).

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* VALINOR MANAGEMENT, L.P. (Last) (First) (Middle) 510 MADISON AVENUE 25TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NextDecade Corp. [NEXT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	08/09/2018		A		5,075 ⁽¹⁾	A	(1)	4,179,590 ⁽²⁾	D	
Common Stock, \$ 0.0001 par value	08/09/2018		A		14,439 ⁽¹⁾	A	(1)	11,891,915 ⁽³⁾	D	

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	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$7.5 ⁽⁴⁾	08/09/2018		A		905 ⁽⁵⁾		(6)	08/09/2028	Common Stock, \$ 0.0001 par value	120,667 ⁽⁵⁾	\$1,000 ⁽⁵⁾	905	D	
Series A Convertible Preferred Stock	\$7.5 ⁽⁴⁾	08/09/2018		A		2,572 ⁽⁷⁾		(6)	08/09/2028	Common Stock, \$ 0.0001 par value	342,933 ⁽⁷⁾	\$1,000 ⁽⁷⁾	2,572	D	
Warrants	\$0.01 ⁽⁸⁾	08/09/2018		A		13,779		(9)	08/09/2021	Common Stock, \$ 0.0001 par value	13,779 ⁽¹⁰⁾	(10)	13,779	D	
Warrants	\$0.01 ⁽⁸⁾	08/09/2018		A		39,205		(9)	08/09/2021	Common Stock, \$ 0.0001 par value	39,205 ⁽¹⁰⁾	(10)	39,205	D	

1. Name and Address of Reporting Person*
VALINOR MANAGEMENT, L.P.
 (Last) (First) (Middle)
510 MADISON AVENUE
25TH FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
VALINOR CAPITAL PARTNERS OFFSHORE MASTER FUND, L.P.
 (Last) (First) (Middle)
C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVE., 25TH FL.
 (Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Valinor Associates, LLC

(Last) (First) (Middle)

C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Gallo David

(Last) (First) (Middle)

C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

VALINOR CAPITAL PARTNERS, L.P.

(Last) (First) (Middle)

C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVENUE, 25TH 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).
6. See Exhibit 99.1 for text of footnote (6).
7. See Exhibit 99.1 for text of footnote (7).
8. See Exhibit 99.1 for text of footnote (8).
9. See Exhibit 99.1 for text of footnote (9).
10. See Exhibit 99.1 for text of footnote (10).

Remarks:

Exhibit 99.1 and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is filed by Designated Filer Valinor Management LP.

Valinor Management, L.P. By: 08/13/2018
/s/ David Angstreich

** 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.

Name and Address of Reporting Person: Valinor Management, L.P.
510 Madison Avenue, 25th 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): August 9, 2018

Footnotes to Form 4

(1) Represents the number of shares paid by the Issuer as the drawdown fee pursuant to that certain Backstop Agreement, dated April 11, 2018, as amended on August 3, 2018, by and between the Issuer and Valinor Management, L.P. (“Valinor Management”) filed by Valinor Management as Exhibit 3 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the “Backstop Agreement”) and the Issuer entered into in connection with a private offering by the Issuer of Series A Convertible Preferred Stock (the “Series A Preferred Stock”) and warrants.

(2) Represents 4,179,590 shares directly held by Valinor Capital Partners, L.P. (“Valinor Capital”) (including 342,892 shares issuable pursuant to that certain Agreement and Plan of Merger, 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”) upon the satisfaction of certain milestones). Valinor Management serves as investment manager to Valinor Capital. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Valinor Associates, LLC (“Associates”), which serves as general partner to Valinor Capital. Each of Valinor Management, Associates and David Gallo may be deemed to beneficially own the securities held by Valinor Capital and each of Valinor Management, Associates and David Gallo disclaims beneficial ownership of the reported securities, except to the extent of its or his pecuniary interest.

(3) Represents 11,891,915 shares directly held by Capital Partners Offshore Master (including 975,608 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to Capital Partners Offshore Master. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Associates, which serves as general partner to Capital Partners Offshore Master. Each of Valinor Management, Associates, and David Gallo may be deemed to beneficially own the securities held by Capital Partners Offshore Master and each of Valinor Management, Associates and David Gallo disclaims beneficial ownership of the reported securities, except to the extent of its or his pecuniary interest.

(4) Subject to certain adjustments as specified in the Certificate of Designations, filed by Valinor Management as Exhibit 4 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the “Certificate of Designations”).

(5) Represents 887 shares of Series A Preferred Stock purchased for \$1,000 per share and 18 shares of Series A Preferred Stock paid as the origination fee, in each case pursuant to the Series A Convertible Preferred Stock Purchase Agreement, dated August 3, 2018, filed by Valinor Management as Exhibit 6 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the “Purchase Agreement”), which are together convertible initially into 120,667 shares of Common Stock subject to adjustments, including for dividends, as specified in the Certificate of Designations.

(6) The Issuer has the option to convert all, but not less than all shares of Series A Preferred Stock into shares of Common Stock at a conversion price of \$7.50 per share, subject to adjustments, on any date on which the volume weighted average trading price of Common Stock for each trading day during any 60 of the prior 90 trading days is equal to or greater than 175% of \$7.50 per shares, subject to adjustments and certain terms and conditions, pursuant to the Certificate of Designations. The Issuer must convert all shares of Series A Preferred Stock into shares of Common Stock at a conversion price of \$7.50 on the earlier of (i) 10 business days following a FID Event (as defined in the Certificate of Designations) and (ii) August 9, 2028, in each case, subject to adjustments as specified in the Certificate of Designations.

(7) Represents 2,522 shares of Series A Preferred Stock purchased for \$1,000 per share and 50 shares of Series A Preferred Stock paid as the origination fee, in each case, pursuant to the Purchase Agreement, which together are convertible initially into 342,933 shares of Common Stock subject to adjustments as specified in the Certificate of Designations.

(8) Subject to certain adjustments as specified in the Warrant Agreement, dated August 9, 2018, by and between Valinor Management and the Issuer, filed by Valinor Management as Exhibit 5 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the "Warrant Agreement").

(9) Exercisable by holder before on August 9, 2021. Prior to such date, the Issuer can force mandatory exercise if the volume weighted average trading price of shares of Common Stock for each trading day during any 60 of the 90 prior trading days is equal to or greater than 175% of \$7.50 per share of Common Stock, subject to adjustments as specified in the Warrant Agreement.

(10) Represents warrants issued with the shares of Series A Preferred Stock for no additional consideration, pursuant to the Warrant Agreement and in connection with the Backstop Agreement, which are exercisable initially into an equal number of shares of Common Stock, subject to adjustments as specified in the Warrant Agreement.

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners Offshore Master Fund, L.P.

Address of Joint Filer: c/o Valinor Management, L.P.
510 Madison Avenue, 25th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: 10% Owner; Director

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: Valinor Management, L.P.

Signature:

Valinor Capital Partners Offshore Master Fund, L.P.

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

August 13, 2018
Date

Joint Filer Information

Name of Joint Filer: David Gallo

Address of Joint Filer: c/o Valinor Management, L.P.
510 Madison Avenue, 25th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director; 10% Owner

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: Valinor Management, L.P.

Signature:

/s/ David Gallo

Name: David Gallo

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Valinor Associates, LLC
Address of Joint Filer: 510 Madison Avenue, 25th Floor
New York, NY 10022
Relationship of Joint Filer to Issuer: 10% Owner; Director
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction to be Reported
(Month/Day/Year): August 9, 2018
Designated Filer: Valinor Management, L.P.

Signature:

Valinor Associates, LLC

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

August 13, 2018
Date

Joint Filer Information

Name of Joint Filer: Valinor Management, L.P.
Address of Joint Filer: c/o Valinor Management, L.P.
510 Madison Avenue, 25th Floor
New York, NY 10022
Relationship of Joint Filer to Issuer: 10% Owner; Director
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction to be Reported: August 9, 2018
Designated Filer: Valinor Management, L.P.

Signature:

Valinor Management, L.P.

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

August 13, 2018
Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners, L.P.
Address of Joint Filer: 510 Madison Avenue, 25th Floor
New York, NY 10022
Relationship of Joint Filer to Issuer: Director
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Event Requiring
Statement (Month/Day/Year): August 9, 2018
Designated Filer: Valinor Management, L.P.

Signature:

Valinor Capital Partners, L.P.

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

August 13, 2018
Date