See separate instructions.

Part I Reporting Issuer

1 Issuer's name			2 Issuer's employer identification number (EIN)		
NextDecade Corporation	46-5723951				
3 Name of contact for additional infor	mation 4 Telepho	one No. of contact	5 Email address of contact		
Gabriel Gutierrez		832-779-5679	ggutierrez@next-decade.com		
6 Number and street (or P.O. box if m	ail is not delivered to	7 City, town, or post office, state, and ZIP code of contact			
1000 Louisiana Street, Suite 3900		Houston, TX 77002			
8 Date of action	9 Cla	ssification and description			
January 15, 2021 NextDecade Corporation Series A Co			Convertible Preferred Stock		
10CUSIP number11Serial	number(s)	12 Ticker symbol	13 Account number(s)		
			ee back of form for additional questions.		
-			te against which shareholders' ownership is measured for		
the action ► On January 15, 202	21, NextDecade Cor	poration made a pro rata dis	stribution of Series A Convertible Preferred Stock		
to holders of its Series A Convertible	Preferred Stock of	record as of the close of bus	siness on December 15, 2020. A total of 1,978 shares		
of Series A Convertible Preferred Stor	ck were distributed	in book-entry form, with no	corresponding physical issuance of share		
certificates. Cash in the aggregate an	nount of \$3,362.41	was paid to holders of Series	s A Convertible Preferred Stock in lieu of fractional		
shares of Series A Convertible Prefer	red Stock.				
15 Describe the quantitative effect of	the organizational a	ction on the basis of the secur	ity in the hands of a U.S. taxpayer as an adjustment per		
share or as a percentage of old ba	asis ► NextDecade	Corporation's distribution of	shares of Series A Convertible Preferred Stock and		
			al income tax purposes as it is not paid out of the		
			applied against and reduce the adjusted basis (but not		

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the

below zero) of the Series A Convertible Preferred Stock in the hands of each respective holder. Each holder will take a basis in shares of

Series A Convertible Preferred Stock received equal to the fair market value of such shares on the date of the distribution.

valuation dates The Series A Convertible Preferred Stock was originally issued by NextDecade Corporation in 2018 for \$1,000 per share. As of Januar 15, 2021, the date of distribution, NextDecade Corporation ascribes a value to the Series A Convertible Preferred Stock of \$1,000 per share. Each holder of Series A Convertible Preferred Stock will reduce the adjusted basis of its previously acquired Series A Convertible Preferred Stock by the the value of Series A Convertible Preferred Stock and cash received in the distribution. For example, a holder that received 5 shares of Series A Convertible Preferred Stock and \$100 of cash in lieu of a fractional share will reduce its adjusted basis in previously acquired Series A Convertible Preferred Stock by \$5,100 (i.e., 5 shares at \$1000/share + \$100 of cash). Holders will establish basis of \$1,000 in each share of Series A Convertible Preferred Stock received in the distribution.

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Part	Ι	Drganizational Action (continued)				· · · · · · · · · · · · · · · · · · ·
		applicable Internal Revenue Code section(s) and	d subsection(s) upon which the tax tre	atment	is based	•
Section	ıs 316	305(b), and 301(c)(2) and (d).				
18 Ca	an any	resulting loss be recognized? ► No.				
		any other information necessary to implement t				
The dis	tributi	on of Series A Convertible Preferred Stock a	nd cash in lieu of fractional shares	is repo	rtable for	U.S. federal income tax
purpose	es in 2	021.				
	Unde	penalties of perjury, I declare that I have examined t	his return, including accompanying schedu	ules and	statements	, and to the best of my knowledge and
	belief	it is true, correct, and complete. Declaration of prepar	rer (other than officer) is based on all inform	nation of	which prepa	arer has any knowledge.
Sign		ture Bernin A. Allori	r			
Here	Signa	ture▶ <u>/)eM}m/</u> +. ttttm		Date Þ	January	26, 2021
	Print	vour name► Benjamin Atkins		Title 🕨	Chief Fina	ancial Officer
Paid		Print/Type preparer's name Prepa	arer's signature	Date		Check if PTIN
Prepa	arer					self-employed
Use C		Firm's name				Firm's EIN ►
	,	Firm's address ►				Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054