See separate instructions.

## Part I Reporting Issuer

1	Issuer's name				2 Issuer's employer identification number (EIN)	
Nex	tDecade Corporation		46-5723951			
			4 Telephor	ne No. of contact	5 Email address of contact	
Gabriel Gutierrez				832-779-5679	ggutierrez@next-decade.com	
6	Number and street (or F	P.O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact			
	0 Louisiana Street, Sui	te 3900		Houston, TX 77002		
8 Date of action			9 Class	sification and description		
July	July 15, 2020 NextDecade Corporation Series B Convertible Preferred Stock					
10	CUSIP number	<b>11</b> Serial number(	s)	12 Ticker symbol	13 Account number(s)	
Pa	art II Organizatio	onal Action Attac	ch additiona	statements if needed.	See back of form for additional questions.	
14	Describe the organiza	tional action and, if a	applicable, the	e date of the action or the	date against which shareholders' ownership is measured for	
	the action ► On July	/ 15, 2020, NextDeca	ade Corporat	tion made a pro rata dist	ribution of Series B Convertible Preferred Stock	
to h	olders of its Series B C	Convertible Preferre	d Stock of re	ecord as of the close of b	ousiness on June 15, 2020. A total of 1,757 shares	
of S	eries Convertible Prefe	erred Stock were di	stributed in k	book-entry form, with no	corresponding physical issuance of share certificates.	
Cas	h in the aggregate amo	ount of \$8,838.79 wa	as paid to ho	Iders of Series B Conver	tible Preferred Stock in lieu of fractional shares of	
Seri	ies B Convertible Prefe	rred Stock.				
15	•	•			curity in the hands of a U.S. taxpayer as an adjustment per	
					of shares of Series B Convertible Preferred Stock and	
					eral income tax purposes as it is not paid out of the	
					be applied against and reduce the adjusted basis (but not	
belo	ow zero) of the Series E	3 Convertible Prefer	rred Stock in	the hands of each respe	ctive holder. Each holder will take a basis in shares of	

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 valuation dates ► The Series B Convertible Preferred Stock was originally issued by NextDecade Corporation in 2018 and 2019 for

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

\$1,000 per share. As of July 15, 2020, the date of distribution, NextDecade Corporation ascribes a value to the Series B Convertible Preferred Stock of \$1,000 per share. Each holder of Series B Convertible Preferred Stock will reduce the adjusted basis of its previously acquired Series B Convertible Preferred Stock by the the value of Series B Convertible Preferred Stock and cash received in the distribution. For example, a holder that received 5 shares of Series B Convertible Preferred Stock and \$100 of cash in lieu of a fractional share will reduce its adjusted basis in previously acquired Series B 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 B Convertible Preferred Stock received in the distribution.

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Part		Drganizational Action (continued)			· · · · · · · · · · · · · · · · · · ·						
		the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based >									
Sectior	ns 316	316, 305(b), and 301(c)(2) and (d).									
<b>18</b> C	an any	resulting loss be recognized?  No.									
		any other information necessary to implement the adjustment, such as the reportable tax									
The dis	stributi	on of Series B Convertible Preferred Stock and cash in lieu of fractional shares is re	eport	able for	U.S. federal income tax						
purpos	es in 2	020.									
	Unde	penalties of perjury, I declare that I have examined this return, including accompanying schedules	and s	tatements	, and to the best of my knowledge and						
	belief	it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information	on of w	hich prep	arer has any knowledge.						
Sign		ure Bergm A. Altria Date									
Here	Signa	ure►/ Jenn/ . tttm Date	►	July 2	2, 2020						
			-								
	Print	our name ► Benjamin Atkins Title	▶ (	<u>Chief</u> Fin	ancial Officer						
Paid		Print/Type preparer's name Preparer's signature Dat			Check if PTIN						
Prepa	arer				self-employed						
Use (		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