

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>TotalEnergies SE</u> <hr/> (Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6 <hr/> (Street) COURBEVOIE IO 92400 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/12/2023	3. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [ NEXT ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,098,268 <sup>(1)(2)</sup>	I	See Footnote <sup>(3)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
TotalEnergies SE  


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 (Last) (First) (Middle)  
 2, PLACE JEAN MILLIER  
 LA DEFENSE 6  


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 (Street)  
 COURBEVOIE IO 92400  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TotalEnergies Gestion USA SARL  


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 (Last) (First) (Middle)  
 2, PLACE JEAN MILLIER  
 LA DEFENSE 6  


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 (Street)  
 COURBEVOIE IO 92400  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

TotalEnergies Holdings USA, Inc.

(Last) (First) (Middle)  
1201 LOUISIANA ST., SUITE 1800

(Street)  
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TotalEnergies Delaware, Inc.

(Last) (First) (Middle)  
1201 LOUISIANA ST., SUITE 1800

(Street)  
HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Global LNG North America Corp.

(Last) (First) (Middle)  
1201 LOUISIANA ST., SUITE 1800

(Street)  
HOUSTON TX 77002

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents 8,026,165 shares of common stock issued to Global LNG North America Corp. ("GLNG NA") on June 14, 2023 in connection with the first closing pursuant to the common stock purchase agreement, dated June 13, 2023 (the "Stock Purchase Agreement"), between NextDecade Corporation (the "Issuer") and GLNG NA, and (ii) 22,072,103 shares of common stock (the "Tranche 2 Shares") to be issued to GLNG NA in connection with the second closing pursuant to the Stock Purchase Agreement, which is expected to occur shortly after the conversion of the Issuer's Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock (collectively, the "Convertible Preferred Stock"), which was triggered on July 12, 2023 pursuant to the Certificates of Designations for such Convertible Preferred Stock and is expected to occur on July 26, 2023.
2. Because all of the material conditions under the Stock Purchase Agreement for the Reporting Persons' (as defined below) acquisition of the Tranche 2 Shares have been satisfied, the Reporting Persons are deemed to beneficially own the Tranche 2 Shares as of July 12, 2023 as a result of the Reporting Persons' right to acquire beneficial ownership of such Tranche 2 Shares within sixty days.
3. The securities reported herein are or will be held directly by GLNG NA, which is a wholly owned subsidiary of TotalEnergies Delaware, Inc. ("TotalEnergies Delaware"), which is a wholly owned subsidiary of TotalEnergies Holdings USA, Inc. ("TotalEnergies Holdings USA"), which is a wholly owned subsidiary of TotalEnergies Gestion USA SARL ("TotalEnergies Gestion USA"), which is a wholly owned subsidiary of TotalEnergies SE (collectively with GLNG NA, TotalEnergies Delaware, TotalEnergies Holdings USA and TotalEnergies Gestion USA, the "Reporting Persons"). As a result, each of the Reporting Persons may be deemed to beneficially own the securities reported herein.

**Remarks:**

Pursuant to the Purchaser Rights Agreement, dated as of June 14, 2023, between the Issuer and GLNG NA, GLNG NA will have the right to designate a director to the Issuer's board of directors following the second closing pursuant to the Stock Purchase Agreement and, therefore, each of the Reporting Persons may each be deemed a "director by deputization" of the Issuer.

TotalEnergies SE By: /s/  
Paul Moss-Bowpitt Name: Paul Moss-Bowpitt Title: 07/14/2023  
Legal Director - Head of  
Corporate Transactions  
TotalEnergies Gestion  
USA SARL By: /s/ Eric Bozec Name: Eric Bozec  
Title: General Manager 07/14/2023  
TotalEnergies Holdings  
USA, Inc. By: /s/ Albert Shung Name: Albert  
Shung Title: Assistant Secretary 07/14/2023  
TotalEnergies Delaware,  
Inc. By: /s/ Albert Shung Name: Albert Shung Title: 07/14/2023  
Secretary.

Global LNG North  
America Corp. By: /s/  
Joseph Burfitt Name:  
Joseph Burfitt Title:  
Secretary.

07/14/2023

\*\* 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 5 (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.**