

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* <u>Halcyon Capital Management LP</u> <hr/> (Last) (First) (Middle) 477 MADISON AVENUE, 8TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [NEXT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2018	
		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		9,432 ⁽³⁾	A	(3)	10,266,553 ⁽⁴⁾	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾

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
Series A Convertible Preferred Stock	\$7.5 ⁽⁶⁾	08/09/2018		A		1,681 ⁽⁷⁾		(8)	08/09/2028	Common Stock, \$ 0.0001 par value	224,133 ⁽⁹⁾	\$1,000 ⁽⁷⁾	1,681	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾
Warrants	\$0.01 ⁽¹⁰⁾	08/09/2018		A		25,609 ⁽¹¹⁾		(12)	08/09/2021	Common Stock, \$ 0.0001 par value	25,609 ⁽¹³⁾	(14)	25,609	I	See footnotes ⁽¹⁾⁽²⁾⁽⁵⁾

1. Name and Address of Reporting Person*
Halcyon Capital Management LP

 (Last) (First) (Middle)
 477 MADISON AVENUE, 8TH FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bader John M

 (Last) (First) (Middle)
 C/O HALCYON CAPITAL MANAGEMENT, LP
 477 MADISON AVENUE, 8TH FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dillow Jason

 (Last) (First) (Middle)
 C/O HALCYON CAPITAL MANAGEMENT, LP
 477 MADISON AVE., 8TH FLOOR

 (Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Konner Kevah

(Last) (First) (Middle)

C/O HALCYON CAPITAL MANAGEMENT, LP
477 MADISON AVENUE, 8TH 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).
11. See Exhibit 99.1 for text of footnote (11).
12. See Exhibit 99.1 for text of footnote (12).
13. See Exhibit 99.1 for text of footnote (13).
14. See Exhibit 99.1 for text of footnote (14).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the second of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than ten Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of ten Reporting Persons. This Form 4 is filed by Designated Filer Halcyon Capital Management LP.

Halcyon Capital Management LP 08/13/2018

By: /s/ Suzanne McDermott

By: /s/ John Freese Name: John 08/13/2018

Freese

** 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.

Exhibit 99.1

Name and Address of Reporting Person: Halcyon Capital Management, LP
477 Madison Avenue, Eighth 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) This statement is being filed by the following Reporting Persons: HCN GP LLC (“HCN GP”), HCN LP (“HCN”), Halcyon Mount Bonnell Fund LP (“Mount Bonnell”), Halcyon Solutions GP LLC (“HS GP”), Halcyon Solutions Master Fund LP (“HSM”), Halcyon Energy, Power & Infrastructure Capital Holdings LLC (“HEPI”), First Series of HDML Fund I LLC (“HDML”), HDML Asset LLC (“HDML Asset”), Halcyon Capital Management LP (“Halcyon Capital”), Avinash Kripalani, Jason Dillow, Kevah Konner and John Bader.

(2) HCN GP is the general partner of HCN. HDML Asset is the investment member of HDML and the general partner of Mount Bonnell. HS GP is the general partner of HSM. Halcyon Capital is the investment manager for each of HEPI, Mount Bonnell, HCN, HDML and HSM. Investment decisions of Halcyon Capital are made by one or more of its portfolio managers, including Jason Dillow and Kevah Konner, each of whom has individual decision-making authority. John Bader is the CEO of Halcyon Capital. Avinash Kripalani is a Managing Principal at Halcyon Capital and serves on the board of directors of the Issuer as Halcyon’s representative.

(3) Represents: 881 shares paid to HSM; 5,853 shares paid to HCN; and 2,698 shares paid to HDML, in each case, by the Issuer as the drawdown fee pursuant to that certain Backstop Agreement, dated April 11, 2018, by and between Halcyon Capital and the Issuer, as amended on August 3, 2018 (the “Backstop Agreement”) (filed by YGA as Exhibit 2 to Amendment No. 4 to Schedule 13D on August 13, 2018), entered into in connection with a private offering by the Issuer of Series A Convertible Preferred Stock (the “Series A Preferred Stock”) and warrants.

(4) Represents 1,897,993 shares directly held by HEPI (including 156,644 shares issuable pursuant to the 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), 4,455,590 shares directly held by HCN (including 365,395 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 2,878,758 shares held directly held by Mount Bonnell (including 237,580 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 704,801 shares directly held by HDML (including 57,088 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 329,411 shares directly held by HSM.

(5) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its, his or her pecuniary interest.

(6) Subject to certain adjustments as specified in the Certificate of Designations, filed by Mount Bonnell as Exhibit 3 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the “Certificate of Designations”).

(7) Represents 157 shares Series A Preferred Stock issued to HSM (comprised of 154 purchased for \$1,000 per share and 3 paid as the Origination Fee), 1,043 shares of Series A Preferred Stock issued to HCN (comprised of 1,023 purchased for \$1,000 per share and 20 paid as the Origination Fee) and 481 shares of Series A Preferred Stock issued to HDML (comprised of 471 purchased for \$1,000 per share and 10 paid as the Origination Fee), in each case, pursuant to that certain Series A Preferred Convertible Stock Purchase Agreement, by and between Halcyon Capital and the Issuer, dated as of August 3, 2018 filed by Mount Bonnell as Exhibit 5 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the “Purchase Agreement”), and in connection with the Backstop Agreement,

(8) 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 share, 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, including for dividends, as specified in the Certificate of Designations.

(9) Convertible initially into 224,133 shares of Common Stock, which represents: 20,933 shares issuable to HSM upon conversion, 139,067 shares issuable to HCN upon conversion, and 64,133 shares issuable to HDML upon conversion, in each case, subject to adjustments as specified in the Certificate of Designations.

(10) Subject to certain adjustments as specified in the Warrant Agreement, by and between YGA and the Issuer, filed by Mount Bonnell as Exhibit 4 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the "Warrant Agreement").

(11) Represents 2,392 warrants issued to HSM; 15,890 warrants issued to HCN; and 7,327 warrants issued to HDML, in each case, with the shares of Series A Preferred Stock pursuant to the Purchase Agreement and in connection with the Backstop Agreement.

(12) 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.

(13) Exercisable initially into an equal number of shares of Common Stock, subject to adjustments as specified in the Warrant Agreement.

(14) The warrants were issued with the Series A Preferred Stock in connection with the Backstop Agreement for no additional consideration.

Joint Filer Information

Name of Joint Filer: Halcyon Capital Management LP

Address of Joint Filer: 477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Capital Management LP

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: HCN LP

Address of Joint Filer: c/o Halcyon Capital Management LP 477
Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

HCN LP
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018
Date

Joint Filer Information

Name of Joint Filer: HCN GP LLC

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

HCN GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Halcyon Mount Bonnell Fund LP

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Mount Bonnell Fund LP
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Halcyon Solutions Master Fund LP

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Solutions Master Fund LP
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Halcyon Solutions GP LLC

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Solutions GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Halcyon Energy, Power & Infrastructure Capital Holdings LLC

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Energy, Power & Infrastructure Capital Holdings LLC
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: First Series of HDML Fund I LLC

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

First Series of HDML Fund I LLC
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: HDML Asset LLC

Address of Joint Filer: c/o Halcyon Capital Management LP
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 Earliest Transaction Required
to be Reported (Month/Day/Year): August 9, 2018

Designated Filer: Halcyon Capital Management LP

Signature:

HDML Asset LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Deputy General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Avinash Kripalani

Name: Avinash Kripalani

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Kevah Konner

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Kevah Konner

Name: Kevah Konner
Title: Portfolio Manager

August 13, 2018
Date

Joint Filer Information

Name of Joint Filer: John Bader

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ John Bader

Name: John Bader
Title: CEO

August 13, 2018
Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Halcyon Capital Management LP
477 Madison Avenue, 8th Floor
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

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

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Jason Dillow

Name: Jason Dillow
Title: Chief Investment Officer

August 13, 2018
Date