

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>VALINOR MANAGEMENT, L.P.</u> (Last) (First) (Middle) 510 MADISON AVENUE 25TH FLOOR (Street) NEW YORK NY 10022 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/26/2018		s		5,633	D	\$6.75	4,498,031 ⁽¹⁾	D	
Common Stock, \$ 0.0001 par value	01/26/2018		s		733	D	\$6.75	584,230 ⁽²⁾	D	
Common Stock, \$ 0.0001 par value	01/26/2018		s		7,090	D	\$6.75	5,661,497 ⁽³⁾	D	
Common Stock, \$ 0.0001 par value	01/26/2018		s		15,294	D	\$6.75	12,213,724 ⁽⁴⁾	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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>VALINOR MANAGEMENT, L.P.</u> (Last) (First) (Middle) 510 MADISON AVENUE 25TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Valinor Capital Partners SPV XIX, LLC</u> (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 SPV XXII, 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*

VND Partners, 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 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)

VALINOR MANAGEMENT, L.P.
510 MADISON AVENUE, 25TH FLOOR

(Street)

NEW YORK NY 10022

(City)	(State)	(Zip)
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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).

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 L.P.

/s/ David Angstreich, Title:
Chief Operating Officer

01/30/2018

** 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: 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): January 26, 2018

Footnotes to Form 4

(1) Represents 4,498,031 shares directly held by Valinor Capital Partners SPV XIX, LLC (“SPV XIX”) (including 685,784 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, L.P. (“Valinor Management”) serves as investment manager to Valinor Capital Partners, L.P. (“Valinor Capital Partners”), which wholly owns SPV XIX. 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 Partners. Each of Valinor Management, Valinor Capital Partners, Associates, and David Gallo may be deemed to beneficially own the securities held by SPV XIX and each of Valinor Management, Valinor Capital Partners, Associates and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(2) Represents 584,230 shares directly held by Valinor Capital Partners SPV XXII, LLC (“SPV XXII”) (including 89,074 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to Valinor Capital Partners Offshore Master Fund, L.P. (“Capital Partners Offshore Master”), which wholly owns SPV XXII. 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, Capital Partners Offshore Master, Associates, and David Gallo may be deemed to beneficially own the securities held by SPV XXII and each of Valinor Management, Capital Partners Offshore Master, Associates, and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(3) Represents 5,661,497 shares held directly held by VND Partners, L.P. (“VND Partners”) (including 863,168 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to VND Partners. 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 VND Partners. Each of Valinor Management, Associates, and David Gallo may be deemed to beneficially own the securities held by VND Partners and each of Valinor Management, Associates, and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(4) Represents 12,213,724 shares directly held by Capital Partners Offshore Master (including 1,862,143 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 shares, except to the extent of its or his pecuniary interest.

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners SPV XIX, LLC

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

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners SPV XIX, LLC

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners SPV XXII, LLC

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

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners SPV XXII, LLC

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: VND Partners, 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: Director

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

VND Partners, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

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): January 26, 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

January 30, 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): January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

/s/ David Gallo
Name: David Gallo

January 30, 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): January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

Valinor Associates, LLC

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

January 30, 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: January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

Valinor Management, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 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): January 26, 2018

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date
