

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 1, 2023

NEXTDECADE CORPORATION  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-36842  
(Commission File Number)

46-5723951  
(IRS Employer Identification No.)

1000 Louisiana Street, Suite 3900, Houston, Texas 77002  
(Address of Principal Executive Offices) (Zip Code)

(713) 574-1880  
(Registrant's Telephone Number, Including Area Code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered:</u>
Common Stock, \$0.0001 par value	NEXT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As discussed in Item 5.07 below, on June 1, 2023, the stockholders of NextDecade Corporation (the "Company") approved an amendment (the "Amendment") to the Company's 2017 Omnibus Incentive Compensation Plan to increase the maximum number of shares available under such plan by an additional six million shares. A copy of the Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated in this Item 5.02 by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 1, 2023, the Company held its 2023 Annual Meeting of Stockholders (the "Annual Meeting"). The matters voted upon and the results of the voting at the Annual Meeting were as follows:

**Proposal 1:** The election of three Class C directors to serve on the Company's board of directors for terms of three years or until their successors are duly elected and qualified or until the earlier of their death, resignation or removal.

<b>Director Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Brian Belke - Class C director	164,805,321	3,017,532	1,783,818	7,616,080
Edward Andrew Scoggins, Jr. - Class C director	157,572,376	10,255,169	1,779,126	7,616,080
L. Spencer Wells - Class C director	157,443,790	10,383,805	1,779,076	7,616,080

**Proposal 2:** Approval of an amendment to the NextDecade Corporation 2017 Omnibus Incentive Plan to increase the maximum number of shares available under such plan.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
160,464,045	7,291,005	1,851,621	7,616,080

**Proposal 3:** Advisory vote on the compensation of the Company's named executive officers.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
161,875,184	5,862,868	1,868,619	7,616,080

**Proposal 4:** Ratification of the reappointment of Grant Thornton LLP as the Company's independent registered public accountants and auditors for the fiscal year ending December 31, 2023.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
175,414,593	31,606	1,776,552	7,616,080

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[10.1Amendment of the NextDecade Corporation 2017 Omnibus Incentive Compensation Plan](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 1, 2023

NEXTDECADE CORPORATION

By: /s/ Vera de Gyarfas  
Name: Vera de Gyarfas  
Title: General Counsel

**EQUITY PLAN AMENDMENT**

**AMENDMENT OF THE  
NEXTDECADE CORPORATION  
2017 OMNIBUS INCENTIVE PLAN**

This Amendment (“**Amendment**”) of the 2017 Omnibus Incentive Plan, as amended from time to time (the “**Plan**”) of NextDecade Corporation, a Delaware corporation (the “**Company**”), is adopted by the Company on April 20, 2023, subject to approval by the Company’s stockholders (the “**Stockholders**”).

WHEREAS, the Company maintains the Plan;

WHEREAS, under Section 16.2 of the Plan, the Company’s Board of Directors (the “**Board**”) may amend the Plan at any time, contingent on approval of the Stockholders, to the extent the Board deems necessary.

WHEREAS, upon the recommendation of the Compensation Committee of the Board of Directors, the Board has determined that it is in the best interests of the Company to increase the authorized number of shares available for issuance under the Plan.

NOW, THEREFORE, the Plan is hereby amended as follows, subject to approval of the Stockholders:

1. Section 4.1 of the Plan is deleted in its entirety and replaced with the following:

*“4.1 Number of Shares Reserved. Subject to adjustment as provided in Section 4.5 hereof, the total number of Shares of Common Stock that are reserved for issuance under the Plan (the “Share Reserve”) shall equal (a) 18,262,461 shares of Common Stock, plus (b) effective April 20, 2023 (subject to stockholder approval), 6,000,000. All such sum of shares may be issued as Incentive Stock Options. Each share of Common Stock subject to an Award shall reduce the Share Reserve by one share; provided, however, that Awards that are required to be paid in cash pursuant to their terms shall not reduce the Share Reserve. Any shares of Common Stock delivered under the Plan shall consist of authorized and unissued shares or treasury shares.”*

2. The Plan, as amended hereby, and all other documents, instruments, and agreements executed or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.

*[Signature page follows.]*

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IN WITNESS WHEREOF, I hereby certify that the foregoing Amendment was duly adopted by the Board of Directors of NextDecade Corporation on April 20, 2023.

**NEXTDECADE CORPORATION**

By: /s/ Vera de Gyarfas  
Name: Vera de Gyarfas  
Title: General Counsel and Corporate Secretary

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IN WITNESS WHEREOF, I hereby certify that the foregoing Amendment was approved by the stockholders of NextDecade Corporation on June 1, 2023.

**NEXTDECADE CORPORATION**

By: /s/ Vera de Gyarfas  
Name: Vera de Gyarfas  
Title: General Counsel and Corporate Secretary

