

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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

1. Name and Address of Reporting Person* <u>Halcyon Capital Management LP</u> (Last) (First) (Middle) <u>477 MADISON AVENUE, 8TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [NEXT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	06/11/2018		A		4,002 ⁽³⁾	A	(3)	11,069,827 ⁽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					

1. Name and Address of Reporting Person* <u>Halcyon Capital Management LP</u> (Last) (First) (Middle) <u>477 MADISON AVENUE, 8TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Halcyon Mount Bonnell Fund LP</u> (Last) (First) (Middle) <u>C/O HALCYON CAPITAL MANAGEMENT, LP</u> <u>477 MADISON AVE., 8TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>HCN LP</u> (Last) (First) (Middle) <u>C/O HALCYON CAPITAL MANAGEMENT, LP</u> <u>477 MADISON AVENUE, 8TH FLOOR</u>

(Street)

NEW YORKNY10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HCN GP LLC](#)

(Last)

(First)

(Middle)

C/O HALCYON CAPITAL MANAGEMENT, LP

477 MADISON AVE., 8TH FLOOR

(Street)

NEW YORKNY10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Halcyon Solutions Master Fund LP](#)

(Last)

(First)

(Middle)

C/O HALCYON CAPITAL MANAGEMENT LP

477 MADISON AVE., 8TH FLOOR

(Street)

NEW YORKNY10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Halcyon Solutions GP LLC](#)

(Last)

(First)

(Middle)

C/O HALCYON CAPITAL MANAGEMENT LP

477 MADISON AVE., 8TH FLOOR

(Street)

NEW YORKNY10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Halcyon Energy, Power & Infrastructure Capital Holdings LLC](#)

(Last)

(First)

(Middle)

C/O HALCYON CAPITAL MANAGEMENT, LP

477 MADISON AVE., 8TH FLOOR

(Street)

NEW YORKNY10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[First Series of HDML Fund I, LLC](#)

(Last)

(First)

(Middle)

C/O HALCYON CAPITAL MANAGEMENT, LP

477 MADISON AVE., 8TH FLOOR

(Street)

NEW YORKNY10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HDML Assets LLC](#)

(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*

Kripalani Avinash

(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).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the first 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 By: /s/ Suzanne McDermott
Name: Suzanne McDermott 06/13/2018
Title: Chief Compliance
Officer
By: /s/ John Freese Name: John
Freese Title: Deputy General 06/13/2018
Counsel

** 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.

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): June 11, 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: 374 shares payable to HSM; 2,483 shares payable to HCN; and 1,145 shares payable to HDML, in each case, by the Issuer as the backstop fee pursuant to that certain Backstop Agreement, dated April 11, 2018, by and between Halcyon Capital and the Issuer entered into in connection with a private offering by the Issuer of convertible preferred equity and warrants.

(4) Represents 2,054,637 shares directly held by HEPI (including 313,288 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), 4,812,649 shares directly held by HCN (including 730,789 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 3,116,338 shares held directly held by Mount Bonnell (including 475,160 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 758,047 shares directly held by HDML (including 114,176 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 328,156 shares directly held by HSM.

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

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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 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

June 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): June 11, 2018

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Avinash Kripalani
Name: Avinash Kripalani

June 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): June 11, 2018

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Kevah Konner

Name: Kevah Konner

Title: Portfolio Manager

June 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): June 11, 2018

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ John Bader

Name: John Bader
Title: CEO

June 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): June 11, 2018

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Jason Dillow

Name: Jason Dillow

Title: Chief Investment Officer

June 13, 2018

Date