

OMB APPROVAL	
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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>York Capital Management Global Advisors, LLC</u>  (Last) (First) (Middle) 767 FIFTH AVENUE 17TH FLOOR  (Street) NEW YORK NY 10153  (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) 05/17/2019	
		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			

**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 B Convertible Preferred Stock	\$7.5 <sup>(6)</sup>	05/17/2019		A		5,100 <sup>(4)</sup>		(5)	(5)	Common Stock, \$ 0.0001 par value	1,352,267 <sup>(6)(7)</sup>	\$1,000 <sup>(4)</sup>	5,100	I	See footnote <sup>(1)(2)(3)</sup>
Series B Warrants	\$0.01 <sup>(10)</sup>	05/17/2019		A		89,243 <sup>(9)</sup>		(10)	(10)	Common Stock, \$ 0.0001 par value	89,243 <sup>(8)(11)</sup>	(12)	89,243	I	See footnote <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person\*  
York Capital Management Global Advisors, LLC  
 (Last) (First) (Middle)  
 767 FIFTH AVENUE  
 17TH FLOOR  
 (Street)  
 NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bonanno Matthew W  
 (Last) (First) (Middle)  
 C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
 767 FIFTH AVENUE, 17TH FLOOR  
 (Street)  
 NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Magid David  
 (Last) (First) (Middle)  
 C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
 767 FIFTH AVENUE, 17TH FLOOR  
 (Street)

NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Vrattos William C

(Last) (First) (Middle)

C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)

NEW YORK NY 10153

(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).

**Remarks:**

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference.

York Capital Management Global  
Advisors LLC By: /s/ Richard Swanson 05/17/2019  
Title: General 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.

Exhibit 99.1

Name and Address of Reporting Person: York Capital Management Global Advisors LLC  
767 Fifth Avenue  
New York, NY 10153

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

Date of Earliest Transaction to be Reported (Month/Day/Year): May 17, 2019

Footnotes to Form 4

- (1) This statement is being filed by the following Reporting Persons: York Capital Management Global Advisors LLC (“YGA”), Matthew Bonnano; David Magid; and William Vratatos. Each of York Tactical Energy Fund, L.P. (“York Tactical”) and York Tactical Energy Fund PIV-AN, L.P. (“York Tactical PIV-AN”) will report their respective direct ownership of the Issuer’s securities on a Form 3 to be filed with the Securities and Exchange Commission.
- (2) YGA is the sole managing member of York Tactical Energy Holdings, LLC, which is the general partner of York Tactical and York Tactical PIV-AN. Mr. Bonnano is a Partner and Co-Head of North American Credit at York Capital Management, L.P. (“York Capital”) and director of the Issuer. Mr. Magid is a Research Analyst at York Capital and a director of the Issuer. Mr. Vratatos is a Partner and Co-Chief Investment Officer at York Capital and director of the Issuer.
- (3) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its or his pecuniary interest.
- (4) Represents 1,734 shares of Series B Convertible Preferred Stock (the “Series B Preferred Shares”) issuable to York Tactical (comprised of 1,667 to be issued for \$1,000 per share and 67 to be issued as the origination fee) and 3,366 Series B Preferred Shares issuable to York Tactical PIV-AN (comprised of 3,333 to be issued for \$1,000 per share and 33 to be issued as the origination fee), in each case, pursuant to that certain Series B Convertible Preferred Stock Purchase Agreement, by and among York Tactical, York Tactical PIV-AN and the Issuer, dated as of May 17, 2019 (the “Series B Purchase Agreement”) filed by YGA as Exhibit 10.20 to Amendment No. 6 to Schedule 13D on or about May 21, 2019 (the “13D Amendment”).
- (5) The Issuer has the option to convert all, but not less than all of the Series B Preferred Shares 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, filed by the Issuer as Exhibit 3.4 to the Quarterly Report on Form 10-Q filed by the Issuer on November 9, 2018 (the “Certificate of Designations”). The Issuer must convert all Series B Preferred Shares 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) the 10 year anniversary of the closing date under the Series B Purchase Agreement (the “Closing Date”), in each case, subject to adjustments, including for dividends, as specified in the Certificate of Designations.
- (6) Subject to certain adjustments as specified in the Certificate of Designations.
- (7) Convertible initially into 680,000 shares of Common Stock, which represents: 226,667 shares issuable to York Tactical; and 453,333 shares issuable to York Tactical PIV-AN, in each case, upon conversion of Series B Preferred Shares pursuant to the Series B Purchase Agreement.
- (8) Subject to certain adjustments as specified in the Series B Warrant Agreement contemplated by the Series B Purchase Agreement (the “Series B Warrant Agreement”), filed by YGA as Exhibit 13 to the 13D Amendment.
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(9) Represents 30,166 Series B Warrants issuable to York Tactical; and 59,077 Series B Warrants issuable to York Tactical PIV-AN, in each case, with the Series B Preferred Shares pursuant to the Series B Purchase Agreement.

(10) Exercisable by holder before 5 p.m. Central Standard time on the third anniversary of the Closing Date. 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 Series B Warrant Agreement.

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

(12) The warrants are issuable with the Series B Preferred Shares for no additional consideration.

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Joint Filer Information

Name of Joint Filer: York Capital Management Global Advisors, LLC  
Address of Joint Filer: 767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): May 17, 2019

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York Capital Management Global Advisors, LLC

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 21, 2019

Date

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Joint Filer Information

Name of Joint Filer: Matthew Bonanno

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

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): May 17, 2019

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

/s/ Matthew Bonanno

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Name: Matthew Bonanno

May 21, 2019

Date

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Joint Filer Information

Name of Joint Filer: David Magid

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

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): May 17, 2019

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

/s/ David Magid

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Name: David Magid

May 21, 2019

Date

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Joint Filer Information

Name of Joint Filer: William Vrattos

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

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): May 17, 2019

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

/s/ William Vrattos

Name: William Vrattos

May 21, 2019

Date

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