See separate instructions.

Part I Reporting Issuer

1	Issuer's name					2 Issuer's employer identification number (EIN)			
Nex	tDecade Corporation		46-5723951						
3	Name of contact for additional information	4 T	Telephone No. of contact			5 Email address of contact			
	a de Gyarfas		832 703 0938			vdegyarfas@next-decade.com			
6	Number and street (or P.O. box if mail is r	t	7 City, town, or post office, state, and ZIP code of contact						
100	0 Louisiana Street, Suite 3900		Houston, TX 77002						
8	Date of action		9 Classification and description						
lan	uary 17 2023			ade Corporation Series	B Conver	tible Preferred Stock			
	January 17, 2023 10 CUSIP number 11 Serial number(s)				D COnver				
10	CUSIP number 11 Serial numb	er (S)		12 Ticker symbol		13 Account number(s)			
Pa	art II Organizational Action Att	ach ad	ditional	statements if needed	. See bac	k of form for additional questions.			
14	Describe the organizational action and,	f applic	able, the	date of the action or the	e date agai	nst which shareholders' ownership is measured for			
	the action ► On January 17, 2023, Ne	ktDeca	de Corpo	pration made a pro rata	distributi	ion of Series B Convertible Preferred Stock			
to h						on December 15, 2022. A total of 2,390 shares			
						ponding physical issuance of share certificates.			
Cas	h in the aggregate amount of \$6,708.38	was pa	id to hol	ders of Series B Conve	ertible Pre	ferred Stock in lieu of fractional shares of			
Seri	ies B Convertible Preferred Stock.								
15	Describe the quantitative effect of the or	ganizat	tional acti	on on the basis of the se	ecurity in tl	he hands of a U.S. taxpayer as an adjustment per			
	share or as a percentage of old basis ►	NextDe	n of share	s of Series B Convertible Preferred Stock and					
cas						me tax purposes as it is not paid out of the			
						d against and reduce the adjusted basis (but not			
belo	below zero) of the Series B Convertible Preferred Stock in the hands of each respective holder. Each holder will take a basis in shares of								

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The Series B Convertible Preferred Stock was originally issued by NextDecade Corporation in 2018 and 2019 for \$1,000 per share. As of January 17, 2023, the date of distribution, NextDecade Corporation ascribes a value to the Series B Convertible Preferred Stock of \$1,000 per share. Each holder of Series B Convertible Preferred Stock will reduce the adjusted basis of its previously acquired Series B Convertible Preferred Stock and cash received in the distribution. For example, a holder that received 5 shares of Series B Convertible Preferred Stock by \$5,100 (i.e., 5 shares at \$1000/share + \$100 of cash). Holders will establish basis of \$1,000 in each share of Series B Convertible Preferred Stock received in the distribution.

Series B Convertible Preferred Stock received equal to the fair market value of such shares on the date of the distribution.

Form 893						Page 2	
Part		Organizational Action (continue	ed)				
		applicable Internal Revenue Code sect	ion(s) and subsection(s) up	on which the tax treatme	ent is bas	ed ►	
Section	is 316,	, 305(b), and 301(c)(2) and (d).					
18 Ca	an any	v resulting loss be recognized? ► No.					
19 Pi	rovide	any other information necessary to imp	lement the adjustment su	ch as the reportable tax	vear 🕨		
		ion of Series B Convertible Preferred				for U.S. federal income tax	
purpos							
<u>p - p</u>							
	Unde	r penalties of perjury, I declare that I have e	xamined this return including	accompanying schedules a	nd statem	ents, and to the best of my knowledge and	
		, it is true, correct, and complete. Declaration					
Sign		1Sagar	7/				
Here	Signa	iture	Date	Date March 1, 2023			
	Print	your name ► Brent Wahl		Title▶	<u>Ch</u> ief	Financial Officer	
Paid		Print/Type preparer's name	Preparer's signature	Date		Check if PTIN	
Prepa	arer					self-employed	
Use C		Firm's name				Firm's EIN ►	
		Firm's address 🕨				Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054