

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): July 24, 2017

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.)

3 Waterway Square Place, The Woodlands, Texas 77380
(Address of Principal Executive Offices) (Zip Code)

(832) 403-1874
(Registrant's Telephone Number, Including Area Code)

Harmony Merger Corp., 777 Third Avenue, 37th Floor, New York, New York 10017
(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))

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. o

Item 7.01. Regulation FD Disclosure.

On July 24, 2017, the registrant consummated the previously announced business combination following a special meeting of stockholders where the stockholders of Harmony Merger Corp. (“Harmony”) considered and approved, among other matters, a proposal to adopt the Agreement and Plan of Merger (the “Merger Agreement”), dated as of April 17, 2017, entered into by and among Harmony, Harmony Merger Sub, LLC (“Merger Sub”), NextDecade, LLC (“NextDecade”) and certain members of NextDecade and entities affiliated with such members, and approve the transactions contemplated by the Merger Agreement. In connection with the closing of the transactions, Harmony changed its name to “NextDecade Corporation,” and NextDecade’s common stock will now trade on the NASDAQ under the new ticker symbol “NEXT.”

Harmony and NextDecade issued a joint press release announcing the completion of the transactions, a copy of which is furnished as Exhibit 99.1 hereto.

The information set forth in this Item 7.01, including the text of the press release attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated July 24, 2017

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: July 24, 2017

NEXTDECADE CORPORATION

By: /s/ Krysta De Lima
Name: Krysta De Lima
Title: General Counsel

Exhibit Index

Exhibit

99.1

Description

Press Release, dated July 24, 2017



July 24, 2017

FOR IMMEDIATE RELEASE

LNG Developer NextDecade Finalizes Business Combination with Harmony; Will Trade on the NASDAQ under “NEXT”

- NASDAQ tickers change from “HRMN” and “HRMNV” to “NEXT” and “NEXTW” respectively
- Trading under new symbols is expected to commence July 25, 2017

NEW YORK, NY and THE WOODLANDS, TX (July 24, 2017) – NextDecade Corporation (“NextDecade”), formerly Harmony Merger Corp. (“Harmony”), announced today that its business combination with NextDecade, LLC has closed. NextDecade’s common stock will now trade on the NASDAQ under the new ticker symbol “NEXT.”

“Today marks an important milestone for NextDecade. As a public company, NextDecade will be able to better serve its stakeholders and realize its goal of providing competitively-priced LNG to the global marketplace,” said Kathleen Eisbrenner, NextDecade’s Chief Executive Officer.

Eric Rosenfeld, formerly Chief Executive Officer of Harmony and now a member of NextDecade’s Board of Directors, added, “The LNG industry is in the midst of a global transformation and the United States is at the forefront of this changing industry. NextDecade is ideally suited to capitalize on this movement with its advantaged geographic location, experienced management team and advanced project portfolio. We are thrilled to have completed our merger and look forward to working together to bring new energy to our allies and partners.”

As a result of the business combination closing, new CUSIP numbers of 65342K 105 and 65342K 113 have been assigned to NextDecade’s common stock and warrants. Information regarding the transaction is available from NextDecade’s definitive proxy statement filed with the Securities and Exchange Commission (“SEC”) on June 29, 2017. Additional information on the transaction and NextDecade’s special meeting held to approve the transaction, including the results of such meeting, will be included in a Current Report on Form 8-K to be filed by NextDecade with the SEC on or before July 28, 2017. All of the foregoing are or will be available at www.sec.gov and at www.nextdecade.com.

Since filing its formal Federal Energy Regulatory Commission (“FERC”) application in May 2016, NextDecade’s primary project, the Rio Grande LNG project in South Texas, has made significant commercial, engineering, environmental and regulatory progress. NextDecade currently anticipates receiving full authorization from all relevant permitting agencies in 2018, laying the groundwork for a final investment decision that same year.

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About NextDecade Corporation

NextDecade was founded as a private company in 2010 by Kathleen Eisbrenner. On July 24, 2017, NextDecade merged with a wholly-owned subsidiary of Harmony Merger Corp. and changed its name to "NextDecade Corporation". It is now listed on the Nasdaq under the symbol NEXT. Based in The Woodlands, Texas, NextDecade is a developer of LNG projects providing customers access to the full LNG value chain. NextDecade comprises a team of industry leaders with extensive experience in signing major LNG off-take deals, and developing and managing LNG, FLNG, and FSRU projects, as well as associated natural gas and electricity infrastructure around the world. For more information, please visit www.next-decade.com.

CAUTIONARY INFORMATION ABOUT FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of U.S. federal securities laws. The words "believe", "expect", "intend", "plan", "potential", and similar expressions are intended to identify forward-looking statements, and these statements may relate to the business combination transaction. These statements involve a number of known and unknown risks, which may cause actual results to differ materially from expectations expressed or implied in the forward-looking statements. These risks include uncertainties about NextDecade's Rio Grande LNG and Rio Bravo pipeline projects and other matters discussed in the "Risk Factors" section of the definitive proxy statement filed by Harmony on June 29, 2017 and other subsequent reports filed with the Securities and Exchange Commission (the "SEC"), all of which are incorporated herein by reference. The forward-looking statements in this press release speak as of the date of this release. Although NextDecade may from time to time voluntarily update its prior forward-looking statements, it disclaims any commitment to do so except as required by securities laws.

For further information:**INVESTORS**

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