

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>VALINOR MANAGEMENT, L.P.</u>  (Last) (First) (Middle) 510 MADISON AVENUE 25TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2017	3. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [ NEXT ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/03/2017
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$ 0.0001 par value	4,510,326	D <sup>(1)</sup>	
Common Stock, \$ 0.0001 par value	585,829	D <sup>(2)</sup>	
Common Stock, \$ 0.0001 par value	5,676,973	D <sup>(3)</sup>	
Common Stock, \$ 0.0001 par value	12,247,109	D <sup>(4)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
VALINOR MANAGEMENT, L.P.  
 (Last) (First) (Middle)  
 510 MADISON AVENUE  
 25TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Valinor Capital Partners SPV XIX, LLC  
 (Last) (First) (Middle)  
 C/O VALINOR MANAGEMENT, L.P.  
 510 MADISON AVE., 25TH FL.  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Valinor Capital Partners SPV XXII, LLC  
 (Last) (First) (Middle)  
 C/O VALINOR MANAGEMENT, L.P.

510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

VND Partners, L.P.

(Last)

(First)

(Middle)

C/O VALINOR MANAGEMENT, L.P.

510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

VALINOR CAPITAL PARTNERS OFFSHORE  
MASTER FUND, L.P.

(Last)

(First)

(Middle)

C/O VALINOR MANAGEMENT, L.P.

510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Valinor Associates, LLC

(Last)

(First)

(Middle)

C/O VALINOR MANAGEMENT, L.P.

510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Gallo David

(Last)

(First)

(Middle)

C/O VALINOR MANAGEMENT, L.P.

510 MADISON AVE., 25TH FL.

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

VALINOR CAPITAL PARTNERS, L.P.

(Last)

(First)

(Middle)

VALINOR MANAGEMENT, L.P.

510 MADISON AVENUE, 25TH 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).

**Remarks:**

This amendment on Form 3 (the "Amendment") is being filed to add Valinor Capital Partners, L.P. as a Reporting Person, which had not been included in the original Form 3 filed on August 3, 2017 (the "Original Filing"), and to reflect the relationships between certain of the Reporting Persons. Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference.

/s/ David Angstreich Title:                      01/30/2018  
Chief Operating Officer

\*\* 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 5 (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: Valinor Management L.P.  
510 Madison Avenue, 25th Floor  
New York, NY 10022

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

Date of Event Requiring Statement  
(Month/Day/Year): July 24, 2017

Footnotes to Form 3

(1) Represents 4,510,326 shares directly held by Valinor Capital Partners SPV XIX, LLC (“SPV XIX”) (including 685,784 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management, L.P. (“Valinor Management”) serves as investment manager to Valinor Capital Partners, L.P. (“Valinor Capital Partners”), which wholly owns SPV XIX. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Valinor Associates, LLC (“Associates”), which serves as general partner to Valinor Capital Partners. Each of Valinor Management, Valinor Capital Partners, Associates, and David Gallo may be deemed to beneficially own the securities held by SPV XIX and each of Valinor Management, Valinor Capital Partners, Associates and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(2) Represents 585,829 shares directly held by Valinor Capital Partners SPV XXII, LLC (“SPV XXII”) (including 89,074 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to Valinor Capital Partners Offshore Master Fund, L.P. (“Capital Partners Offshore Master”), which wholly owns SPV XXII. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Associates, which serves as general partner to Capital Partners Offshore Master. Each of Valinor Management, Capital Partners Offshore Master, Associates, and David Gallo may be deemed to beneficially own the securities held by SPV XXII and each of Valinor Management, Capital Partners Offshore Master, Associates, and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(3) Represents 5,676,973 shares held directly held by VND Partners, L.P. (“VND Partners”) (including 863,168 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to VND Partners. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Associates, which serves as general partner to VND Partners. Each of Valinor Management, Associates, and David Gallo may be deemed to beneficially own the securities held by VND Partners and each of Valinor Management, Associates, and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(4) Represents 12,247,109 shares directly held by Capital Partners Offshore Master (including 1,862,143 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to Capital Partners Offshore Master. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Associates, which serves as general partner to Capital Partners Offshore Master. Each of Valinor Management, Associates, and David Gallo may be deemed to beneficially own the securities held by Capital Partners Offshore Master and each of Valinor Management, Associates and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

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Joint Filer Information

Name of Joint Filer: Valinor Capital Partners SPV XIX, LLC

Address of Joint Filer: c/o Valinor Management L.P.  
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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Valinor Management L.P.

**Signature:**

Valinor Capital Partners SPV XIX, LLC

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners SPV XXII, LLC

Address of Joint Filer: c/o Valinor Management L.P.  
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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Valinor Management L.P.

**Signature:**

Valinor Capital Partners SPV XXII, LLC

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: VND Partners, L.P.

Address of Joint Filer: c/o Valinor Management L.P.  
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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Valinor Management L.P.

**Signature:**

VND Partners, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners Offshore Master Fund, L.P.

Address of Joint Filer: c/o Valinor Management L.P.  
510 Madison Avenue, 25th Floor  
New York, NY 10022

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

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

Date of Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Valinor Management L.P.

**Signature:**

Valinor Capital Partners Offshore Master Fund, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date



Joint Filer Information

Name of Joint Filer: David Gallo

Address of Joint Filer: c/o Valinor Management L.P.  
510 Madison Avenue, 25th Floor  
New York, NY 10022

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

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

Date of Event Requiring  
Statement (Month/Day/Year): July 24, 2017

Designated Filer: Valinor Management L.P.

**Signature:**

/s/ David Gallo

Name: David Gallo

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: Valinor Management L.P.  
Address of Joint Filer: 510 Madison Avenue, 25th Floor  
New York, NY 10022  
Relationship of Joint Filer to Issuer: 10% Owner; Director  
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]  
Date of Event Requiring  
Statement (Month/Day/Year): July 24, 2017  
Designated Filer: Valinor Management L.P.

**Signature:**

Valinor Management, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

January 30, 2018

Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners, L.P.  
Address of Joint Filer: 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 Event Requiring  
Statement (Month/Day/Year): July 24, 2017  
Designated Filer: Valinor Management L.P.

**Signature:**

Valinor Capital Partners, L.P.

/s/ David Angstreich

Name: David Angstreich  
Title: Chief Operating Officer

January 30, 2018  
Date