

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Bardin Hill Investment Partners LP</u>  (Last) (First) (Middle) 477 MADISON AVENUE, 8TH FLOOR  (Street) NEW YORK NY 10022  (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 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	Amount or Number of Shares				
Series B Convertible Preferred Stock	\$7.5 <sup>(6)</sup>	05/17/2019		A		3,366 <sup>(4)</sup>		(5)	(5)	Common Stock, \$ 0.0001 par value	448,800 <sup>(6)(7)</sup>	\$1,000 <sup>(4)</sup>	3,366	I	See Footnotes <sup>(1)(2)(3)</sup>
Series B Warrants	\$0.01 <sup>(10)</sup>	05/17/2019		A		60,332 <sup>(9)</sup>		(10)	(10)	Common Stock, \$ 0.0001 par value	60,332 <sup>(8)(11)</sup>	(12)	60,332	I	See Footnotes <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person\*  
Bardin Hill Investment Partners LP  
 (Last) (First) (Middle)  
 477 MADISON AVENUE, 8TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Dillow Jason  
 (Last) (First) (Middle)  
 C/O BARDIN HILL INVESTMENT PARTNERS LP  
 477 MADISON AVE., 8TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Greene John Winand JR  
 (Last) (First) (Middle)  
 C/O BARDIN HILL INVESTMENT PARTNERS 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).
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. This Form 4 is the second 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 Bardin Hill Investment Partners LP.

[Bardin Hill Investment Partners](#)  
[LP By: /s/ Suzanne McDermott](#) [05/21/2019](#)  
[Name: Suzanne McDermott Title:](#)  
[Chief Compliance Officer](#)

[By: /s/ John Freese Name: John](#)  
[Freese Title: Deputy General](#) [05/21/2019](#)  
[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: Bardin Hill Investment Partners, 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): May 17, 2019

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”), Bardin Hill Fund GP LLC (“Bardin Hill GP”), Bardin Hill Event-Driven Master Fund LP (“Master Fund”), Halcyon Energy, Power & Infrastructure Capital Holdings LLC (“HEPI”), First Series of HDML Fund I LLC (“HDML”), Bardin Hill Investment Partners LP (“Bardin Hill”), Avinash Kripalani, Jason Dillow, Kevah Konner and John Greene. Pratik Desai will report his indirect ownership of the Issuer’s securities on a Form 3 to be filed with the Securities and Exchange Commission.

(2) HCN GP is the general partner of HCN. Bardin Hill GP is the investment member of HDML and the general partner of Mount Bonnell and Master Fund. Bardin Hill is the investment manager for each of HEPI, Mount Bonnell, HCN, HDML and Master Fund. Investment decisions of Bardin Hill are made by one or more of its portfolio managers, including Jason Dillow, Kevah Konner, John Greene and Pratik Desai, each of whom has individual decision-making authority. Avinash Kripalani is a Managing Principal at Bardin Hill and serves on the board of directors of the Issuer as Bardin Hill’s representative.

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

(4) Represents 184 shares of Series B Convertible Preferred Stock (the “Series B Preferred Shares”) issuable to Master Fund (comprised of 180 purchased for \$1,000 per share and 4 to be paid as the Origination Fee), 1,142 Series B Preferred Shares issuable to HCN (comprised of 1,120 purchased for \$1,000 per share and 22 paid as the Origination Fee) and 2,040 Series B Preferred Shares issuable to HDML (comprised of 200 purchased for \$1,000 per share and 40 paid as the Origination Fee), in each case, pursuant to that certain Series B Convertible Preferred Stock Purchase Agreement, by and among Master Fund, HCN, HDML and the Issuer, dated as of May 17, 2019 (the “Series B Purchase Agreement”) filed by Bardin Hill as Exhibit 11 to Amendment No. 8 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 448,800 shares of Common Stock, which represents: 24,533 shares issuable to Master Fund upon conversion, 152,267 shares issuable to HCN upon conversion, and 272,000 shares issuable to HDML upon conversion, in each case, subject to adjustments as specified in the Certificate of Designations.

(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 Bardin Hill as Exhibit 13 to the 13D Amendment.

(9) Represents 3,770 warrants issuable to Master Fund; 20,111 warrants issuable to HCN; and 36,451 warrants issuable to HDML, 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.

Joint Filer Information

Name of Joint Filer: Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Bardin Hill Investment Partners LP

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: Deputy General Counsel

May 21, 2019

Date

Joint Filer Information

Name of Joint Filer: HCN LP

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

HCN LP  
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: Deputy General Counsel

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: HCN GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners 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

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: Halcyon Mount Bonnell Fund LP

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Halcyon Mount Bonnell Fund LP  
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: Deputy General Counsel

May 21, 2019  
Date



Joint Filer Information

Name of Joint Filer: Bardin Hill Event-Driven Master Fund LP

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Bardin Hill Event-Driven Master Fund LP  
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: Deputy General Counsel

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: Bardin Hill Fund GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Bardin Hill Fund GP LLC

/s/ Suzanne McDermott

\_\_\_\_\_  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

\_\_\_\_\_  
Name: John Freese  
Title: Deputy General Counsel

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: Halcyon Energy, Power & Infrastructure Capital Holdings LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Halcyon Energy, Power & Infrastructure Capital Holdings LLC  
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: Deputy General Counsel

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: First Series of HDML Fund I LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

First Series of HDML Fund I LLC  
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: Deputy General Counsel

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Avinash Kripalani

Name: Avinash Kripalani

May 21, 2019

Date

Joint Filer Information

Name of Joint Filer: Kevah Konner

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Kevah Konner

Name: Kevah Konner  
Title: Portfolio Manager

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: John Greene

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ John Greene

\_\_\_\_\_  
Name: John Greene  
Title: Portfolio Manager

May 21, 2019  
Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Bardin Hill Investment Partners 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): May 17, 2019

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Jason Dillow

\_\_\_\_\_  
Name: Jason Dillow  
Title: Chief Investment Officer

May 21, 2019  
Date