

**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>DINAN JAMES G</u> <hr/> (Last) (First) (Middle) <u>C/O YORK CAPITAL MANAGEMENT</u> <u>1330 AVENUE OF THE AMERICAS, 20TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10019</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2023	3. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [ NEXT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	234,877 <sup>(1)</sup>	I	By LP, LLC <sup>(3)</sup>
Common Stock, \$ 0.0001 par value	57,119,262	I	See notes <sup>(3)(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				
Series C Warrants	(2)	(2)	Common Stock, \$0.0001 par value 253,931	(2)	I	See notes <sup>(3)(4)</sup>

**Explanation of Responses:**

- Shares of Issuer common stock owned by entities controlled by the Reporting Person following pro rata distribution in kind by York Select Investors L.P. to its investors for no additional consideration.
- Exercisable by holder before 5 p.m. Central Standard time on March 22, 2024, into an equal number of shares of Common Stock, subject to adjustment as specified in the Series C Warrant Agreement. Prior to such date, the Issuer can force mandatory exercise based on a weighted average trading price of shares of Common Stock pursuant to the terms of, including adjustments specified in, the Series C Warrant Agreement.
- The Reporting Person is the chairman of York Capital Management Global Advisors, LLC ("YGA") and makes voting and investment decisions on behalf of YGA. YGA is the sole senior managing member of Dinan Management, L.L.C., which is the general partner of each of York Capital Management, L.P., York Credit Opportunities Fund, L.P., York Credit Opportunities Investments Master Fund, L.P., York Multi-Strategy Master Fund, L.P., York Tactical Energy Fund, L.P. and York Tactical Energy Fund PIV-AN, L.P. and may have limited partner or other interests in one or more of the entities described herein.
- The Reporting Person disclaims Section 16 beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of all of the securities for purposes of Section 16 or any other purpose.

/s/ James G. Dinan

09/22/2023

\*\* 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.