

October 7, 2022

Matthew Schatzman
Chairman and Chief Executive Officer
NextDecade Corporation
1000 Louisiana St
Suite 3900
Houston, TX 77002

Corporation

Statement on Form S-1

2022

Re: NextDecade

Registration

Filed September 30,

File No. 333-267680

Dear Matthew Schatzman:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Arthur Tornabene-Zalas at (202) 551-3162 or Irene Barberena-Meissner, Staff Attorney, at (202) 551-6548 with any questions.

Sincerely,

Division of Corporation Finance

Office of Energy & Transportation

cc:

Coleman Wombwell, Esq.