

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Halcyon Capital Management LP</u>	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2017	3. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp.</u> [<u>NEXT</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/03/2017
(Last) (First) (Middle) 477 MADISON AVENUE, 8TH FLOOR			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
(Street) NEW YORK NY 10022			
(City) (State) (Zip)			

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	11,067,943	I	See footnote ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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				
Warrants	08/23/2017	07/23/2022 ⁽⁵⁾	Common Stock, \$ 0.0001 par value	11.5	I	See footnote ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾
			Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Halcyon Capital Management LP</u>		
(Last)	(First)	(Middle)
477 MADISON AVENUE, 8TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

1. Name and Address of Reporting Person* <u>Halcyon Mount Bonnell Fund LP</u>		
(Last)	(First)	(Middle)
C/O HALCYON CAPITAL MANAGEMENT, LLC		
477 MADISON AVE., 8TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

1. Name and Address of Reporting Person* <u>HLTS GP LLC</u>		
(Last)	(First)	(Middle)
C/O HALCYON CAPITAL MANAGEMENT, LLC		
477 MADISON AVE., 8TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City) (State) (Zip)		

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HCN LP](#)

(Last) (First) (Middle)

C/O HALCYON CAPITAL MANAGEMENT, LLC
477 MADISON AVENUE, 8TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HCN GP LLC](#)

(Last) (First) (Middle)

C/O HALCYON CAPITAL MANAGEMENT, LLC
477 MADISON AVE., 8TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Halcyon Energy, Power & Infrastructure Capital Holdings LLC](#)

(Last) (First) (Middle)

C/O HALCYON CAPITAL MANAGEMENT, LLC
477 MADISON AVE., 8TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[First Series of HDML Fund I, LLC](#)

(Last) (First) (Middle)

C/O HALCYON CAPITAL MANAGEMENT, LLC
477 MADISON AVE., 8TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HDML Assets LLC](#)

(Last) (First) (Middle)

C/O HALCYON CAPITAL MANAGEMENT, LLC
477 MADISON AVE., 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).

Remarks:

This amendment on Form 3 (the "Amendment") is being filed to add as Reporting Persons, and reflect the holdings of, Halcyon Solutions Master Fund LP and Halcyon Solutions GP LLC, which were inadvertently omitted from the original Forms 3 filed on August 3, 2017 (the "Original Filing"), and to correct the direct holdings of certain of the Reporting Persons included in the Original Filing. Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This is the first of two forms being filed, as there are more than ten Reporting Persons and the SEC's EDGAR filing system limits a single Form 3 to a maximum of ten Reporting Persons. This Amendment is filed by Designated Filer Halcyon Capital Management L.P.

<u>/s/ Halcyon Capital Management, L.P.</u>	<u>11/03/2017</u>
<u>/s/ Halcyon Mount Bonnell Fund LP</u>	<u>11/03/2017</u>
<u>/s/ HLTs GP LLC</u>	<u>11/03/2017</u>
<u>/s/ HCN LP</u>	<u>11/03/2017</u>
<u>/s/ HCN GP LLC</u>	<u>11/03/2017</u>
<u>/s/ Halcyon Energy, Power & Infrastructure Capital Holdings LLC</u>	<u>11/03/2017</u>
<u>/s/ First Series of HDML Fund I LLC</u>	<u>11/03/2017</u>
<u>/s/ HDML Asset LLC</u>	<u>11/03/2017</u>
** 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: Halcyon Capital Management LP
477 Madison Avenue, 8th 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) This statement is being filed by the following Reporting Persons in connection with the consummation of the transactions contemplated by that certain Agreement and Plan of Merger, dated April 17, 2017, by and among Hamony Merger Corporation, Harmony Merger Sub, LLC, NextDecade, LLC and certain members of NextDecade, LLC and entities affiliated with such members (the "Merger Agreement"): Halcyon Mount Bonnell Fund LP ("Mount Bonnell"), HLTS GP LLC ("HLTS"), HCN LP ("HCN"), HCN GP LLC ("HCN GP"), Halcyon Energy, Power & Infrastructure Capital Holdings LLC ("HEPI"), First Series of HDML Fund I LLC ("HDML"), HDML Asset LLC ("HDML Asset"), Halcyon Solutions Master Fund LP ("HSM"), Halcyon Solutions GP LLC ("HSM GP"), Halcyon Capital Management LP ("Halcyon Capital"), Avinash Kripalani, Jason Dillow, Kevah Konner and John Bader.

(2) HLTS is the general partner of Mount Bonnell. HCN GP is the general partner of HCN. HDML Asset is the investment member of HDML. HSM GP is the general partner of HSM. Halcyon Capital is the investment manager for each of Mount Bonnell, HCN, HEPI, HDML and HSM. Investment decisions of Halcyon Capital are made by one or more of its portfolio managers, including Jason Dillow and Kevah Konner, each of whom has individual decision-making authority. John Bader is the CEO of Halcyon Capital. Avinash Kripalani is a Principal at Halcyon Capital and serves on the board of directors of the Issuer as Halcyon's representative.

(3) Represents 2,060,396 shares directly held by HEPI (including 313,288 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 4,806,320 shares directly held by HCN (including 730,789 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 3,125,074 shares held directly held by Mount Bonnell (including 475,160 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 750,988 shares directly held by HDML (including 114,176 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 325,165 shares directly held by HSM.

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

(5) Or earlier upon redemption.

(6) Directly held by HSM.

Joint Filer Information

Name of Joint Filer: Halcyon Mount Bonnell Fund LP

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Mount Bonnell Fund LP
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott
Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese
Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: HLTS GP LLC

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

HLTS GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: HCN LP

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

HCN LP
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott
Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese
Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: HCN GP LLC

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

HCN GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

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

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Energy, Power & Infrastructure Capital Holdings LLC
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott
Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese
Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

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

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

First Series of HDML Fund I, LLC
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott
Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese
Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: HDML Asset LLC

Address of Joint Filer: c/o Halcyon Capital Management LP
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: Halcyon Capital Management LP

Signature:

HDML Asset LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017

Date

Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring
Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Avinash Kripalani

Name: Avinash Kripalani

November 3, 2017

Date

Joint Filer Information

Name of Joint Filer: Kevah Konner

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring
Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Kevah Konner

Name: Kevah Konner
Title: Portfolio Manager

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: John Bader

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ John Bader
Name: John Bader
Title: CEO

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Capital Management LP

/s/ _____

Name:

Title:

November 3, 2017

Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring
Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

/s/ Jason Dillow

Name: Jason Dillow

Title: Portfolio Manager

November 3, 2017

Date

Joint Filer Information

Name of Joint Filer: Halcyon Solutions Master Fund LP

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Solutions Master Fund LP
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott
Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese
Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017
Date

Joint Filer Information

Name of Joint Filer: Halcyon Solutions GP LLC

Address of Joint Filer: c/o Halcyon Capital Management 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 Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

Signature:

Halcyon Solutions GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: Senior Corporate Counsel

November 3, 2017

Date