

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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) 299 PARK AVE., 24TH FLOOR  (Street) NEW YORK NY 10171  (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) 07/12/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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			
Common Stock, \$ 0.0001 par value	07/12/2023		M <sup>(4)</sup>		3,040,963 <sup>(4)</sup> <sub>(5)</sub>	A	<sup>(6)</sup>	12,610,643 <sup>(7)</sup>	I	See notes <sup>(1)(2)</sup> <sub>(3)</sub>

**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					
Series A Convertible Preferred Stock	<sup>(5)</sup>	07/12/2023		M <sup>(4)</sup>			2,980	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock, \$ 0.0001 par value	<sup>(6)</sup>	0	I	See notes <sup>(1)(2)</sup> <sub>(3)</sub>
Series B Convertible Preferred Stock	<sup>(5)</sup>	07/12/2023		M <sup>(4)</sup>			5,484	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock, \$ 0.0001 par value	<sup>(6)</sup>	0	I	See notes <sup>(1)(2)</sup> <sub>(3)</sub>
Series C Convertible Preferred Stock	<sup>(5)</sup>	07/12/2023		M <sup>(4)</sup>			3,354	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock, \$ 0.0001 par value	<sup>(6)</sup>	0	I	See notes <sup>(1)(2)</sup> <sub>(3)</sub>

1. Name and Address of Reporting Person* <u>Bardin Hill Investment Partners LP</u>  (Last) (First) (Middle) 299 PARK AVE., 24TH FLOOR  (Street) NEW YORK NY 10171  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>HCN LP</u>  (Last) (First) (Middle) C/O BARDIN HILL INVESTMENT PARTNERS LP 299 PARK AVE., 24TH FLOOR  (Street) NEW YORK NY 10171  (City) (State) (Zip)
--

1. Name and Address of Reporting Person\*

[HCN GP LLC](#)

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bardin Hill Event-Driven Master Fund LP](#)

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bardin Hill Fund GP LLC](#)

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Kripalani Avinash](#)

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Greene John Winand JR](#)

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Dillow Jason

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR

(Street)

NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Desai Pratik

(Last) (First) (Middle)

C/O BARDIN HILL INVESTMENT PARTNERS, LP  
299 PARK AVENUE, 24TH FLOOR

(Street)

NEW YORK NY 10171

(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).

**Remarks:**

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information and Signatures) are incorporated herein by reference. This Form 4 is filed by Designated Filer Bardin Hill Investment Partners LP.

[See Exhibit 99.2 for Signatures](#) [07/14/2023](#)

\*\* 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 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.

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Exhibit 99.1

Name and Address of Reporting Person: Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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

Date of Earliest Transaction to be Reported  
(Month/Day/Year): July 12, 2023

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: HCN LP (“HCN”), HCN GP LLC (“HCN GP”), First Series of HDML Fund I LLC (“HDML”), Bardin Hill Event-Driven Master Fund LP (“Master Fund”), Bardin Hill Fund GP LLC (“Bardin Hill GP”), Bardin Hill Investment Partners LP (“Bardin Hill”), Avinash Kripalani, Jason Dillow, John Greene and Pratik Desai.

(2) HCN GP is the general partner of HCN. Bardin Hill GP is the general partner of Master Fund, Halcyon Mount Bonnell Fund LP (“Mount Bonnell”) and the investment member of HDML. Bardin Hill is the investment manager for each of HCN, HDML, Mount Bonnell, Halcyon Energy, Power and Infrastructure Capital Holdings LLC (“HEPI”) and Master Fund. Investment decisions of Bardin Hill are made by one or more of its portfolio managers, including Jason Dillow, John Greene and Pratik Desai, each of whom has individual decision-making authority. Avinash Kripalani is a Partner 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) As reported by the Issuer in its Form 8-K filed on July 12, 2023, the 851 shares of Series A and 3,334 shares of Series B Convertible Preferred Stock directly held by HDML, 1,863 shares of Series A, 1,859 shares of Series B and 3,051 shares of Series C Convertible Preferred Stock directly held by HCN, and 266 shares of Series A, 291 shares of Series B and 303 shares of Series C Convertible Preferred Stock directly held by Master Fund will automatically convert into shares of the Issuer’s common stock, \$0.0001 par value per share (“Common Stock”) ten business days following the qualifying FID Event that occurred on July 12, 2023 (as defined in the Certificate of Designations for the Issuer’s Series A, Series B and Series C Convertible Preferred Stock) in accordance with the terms of the applicable Certificates of Designations (the “Mandatory Conversion”).

(5) The conversion price per share is \$5.0021, \$5.0494, and \$2.4656 for the Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock, respectively, as adjusted pursuant to the applicable Certificate of Designations. Upon the Mandatory Conversion, the Series A, Series B and Series C Convertible Preferred Stock will convert into 596,252, 1,086,234 and 1,358,477 shares of Common Stock, respectively, as follows: 830,491 to HDML; 1,976,601 to HCN; and 233,871 to Master Fund.

(6) Not applicable.

(7) Represents Common Stock held following the Mandatory Conversion as follows: 1,741,349 by HEPI; 1,538,882 by HDML; 6,117,325 by HCN; 571,909 by Master Fund; and 2,641,178 by Mount Bonnell.

Joint Filer Information

Name of Joint Filer: Bardin Hill Investment Partners LP  
Address of Joint Filer: 299 Park Ave., 24th Floor  
New York, NY 10171  
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): July 12, 2023  
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: General Counsel

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: HCN LP

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

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: General Counsel

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: HCN GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

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: General Counsel

July 14, 2023  
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  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

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: General Counsel

July 14, 2023  
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  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

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: General Counsel

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: Bardin Hill Fund GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

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: General Counsel

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Avinash Kripalani

Name: Avinash Kripalani

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: John Greene

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ John Greene

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Name: John Greene  
Title: Portfolio Manager

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Jason Dillow

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Name: Jason Dillow  
Title: Chief Investment Officer

July 14, 2023  
Date

Joint Filer Information

Name of Joint Filer: Pratik Desai

Address of Joint Filer: c/o Bardin Hill Investment Partners LP  
299 Park Ave., 24th Floor  
New York, NY 10171

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): July 12, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Pratik Desai

\_\_\_\_\_  
Name: Pratik Desai  
Title: Portfolio Manager

July 14, 2023  
Date