UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

NextDecade Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of class of securities)

65342K105

(CUSIP number)

Halcyon Capital Management L.P. 477 Madison Avenue, 8th Floor New York, New York 10022 212-303-9400

With copies to: Jackie Cohen Weil Gotshal & Manges, LLP 767 Fifth Avenue New York, New York 10153 (212) 310-8000

(Name, address and telephone number of person authorized to receive notices and communications)

April 11, 2018

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box \Box .

			S	chedule 13D					
	CUSIP No	o. 65342							
	NAME (OF REP	RTING PERSON.						
1.	Halcyon	Mount E	nnell Fund LP						
2.	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. (a (b)							
3.	SEC US	SEC USE ONLY.							
	SOURC	SOURCE OF FUNDS.							
4.	00								
5.	СНЕСК	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).							
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION .							
6.	Delaware	e							
		7.	OLE VOTING POWER. ,641,178						
NUMBER OF BENEFICI	ALLY	8.	HARED VOTING POWER.						
OWNED BY REPORTING WITH	PERSON	9.	OLE DISPOSITIVE POWER. ,641,178						
	-	10.	HARED DISPOSITIVE POWE	R.					
11.	AGGRE 2,641,17		IOUNT BENEFICIALLY OWN	ED BY EAC	CH REPORTING	S PERSON.			
12.	СНЕСК	IF THI	GGREGATE AMOUNT IN RO)W (11) EX(CLUDES CERTA	IN SHARES			
13.	PERCE 2.48%	NT OF (ASS REPRESENTED BY AMO	DUNT IN RC	DW (11)				
14.	TYPE O	F REP(TING PERSON.						

(b) 🖾
(b) 🖾
(b) 🖾
(a) □ (b) ⊠
(b) 🗵

					Schedule 13D						
	CUSIP N	0. 653421	X105	2	schedule 13D						
1	NAME	OF REP	ORTING PEI	RSON.							
1.	HCN GF	LLC									
	CHECK	THE A	PPROPRIAT	E BOX IF A MEMI	3ER OF A GRO	UP.		(a) 🗆			
2.								(b) 🛛			
	SEC US	E ONLY									
3.											
	SOURC	E OF FU	NDS.								
4.	00										
			CLOSUDE O	ELECAL BROCE		ALLEE BUD4					
5.	CHECK	IF DIS	ULUSUKE U	T LEGAL PROCE	EDINGS IS REC	QUIKED PUR	SUANT TO ITEMS 2(D) OR 2(E).				
J.											
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION.									
6.	Delawar	e									
			SOLE VOT	NG POWER.							
		7.									
			0								
NUMBER OF C	LADES	0	SHARED VOTING POWER.								
NUMBER OF SI BENEFICIA	LY	δ.	4,076,894								
OWNED BY E REPORTING PI			SOLE DISP	OSITIVE POWER.							
WITH:		9.	0								
			- -								
		10.		ISPOSITIVE POWI	ЕК.						
		10.	4,076,894								
	AGGRE	GATE A	MOUNT BE	NEFICIALLY OW	NED BY EACH	REPORTING	PERSON.				
11.	4,076,89	076,894									
	CHECK	IF THF	AGGREGA	FE AMOUNT IN R	OW (11) EXCL	UDES CERTA	IN SHARES				
12.											
12	PERCE	NT OF C	CLASS REPR	ESENTED BY AM	OUNT IN ROW	7 (11)					
13.	3.82%*										
	ТҮРЕ С	F REPO	RTING PER	SON.							
14.	PN										

*Includes shares owned by HCN LP.

				13D		Page 6			
			S	chedule 13D					
(CUSIP N	o. 653421							
	NAME	OF REP	ORTING PERSON.						
1.	Halcyon	Energy, I	Power and Infrastructure Capital Ho	oldings LLC					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.								
3.	SEC USE ONLY.								
4	SOURC 00	BOURCE OF FUNDS.							
5.	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).							
	CITIZENSHIP OR PLACE OF ORGANIZATION.								
6.	Delaware								
		_	SOLE VOTING POWER.						
		7.	7. 1,743,592						
		SHARED VOTING POWER.							
NUMBER OF SE BENEFICIAI	LY	8.	0						
OWNED BY E. REPORTING PE		0	SOLE DISPOSITIVE POWER.						
WITH:		9.	1,743,592						
		10	SHARED DISPOSITIVE POWE	ER.					
		10.	0						
11	AGGRE	GATE A	MOUNT BENEFICIALLY OWN	NED BY EA	CH REPORTING	PERSON.			
11.	1,743,59	2							
12.	СНЕСК	IF THE	E AGGREGATE AMOUNT IN RO	OW (11) EX(CLUDES CERTAI	IN SHARES			
	PERCE	NT OF C	CLASS REPRESENTED BY AMO	OUNT IN R	OW (11)				
13.	1.64%								
	TYPE O	OF REPO	DRTING PERSON.						
14.	00								

				13D		Page 7				
				Schedule 13D)					
	CUSIP N	0. 65342	K105							
	NAME	OF REP	ORTING PERSON.							
1.	First Ser	ries of HI	OML Fund I LLC							
2.	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.								
3.	SEC US	SEC USE ONLY.								
4.	SOURC 00	OURCE OF FUNDS.								
5.	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).								
	CITIZENSHIP OR PLACE OF ORGANIZATION.									
6.	Delawar	Delaware								
		_	SOLE VOTING POWER.							
		7.	641,581							
		SHARED VOTING POWER.								
NUMBER OF S BENEFICIA	LLY	8.	0							
OWNED BY		0	SOLE DISPOSITIVE POWE	R.						
WITH:		9.	641,581							
		10	SHARED DISPOSITIVE PO	WER.						
		10.	0							
	AGGRE	EGATE A	AMOUNT BENEFICIALLY O	WNED BY EA	CH REPORTING	PERSON.				
11.	641,581									
12.	CHECK	KIF THE	AGGREGATE AMOUNT IN	ROW (11) EX(CLUDES CERTAIN	N SHARES				
	PERCE	NT OF (CLASS REPRESENTED BY A	MOUNT IN R	OW (11)					
13.	0.60%									
	TYPE C)F REPO	DRTING PERSON.							
14.	00									

				13D	Page 8						
				Schedule 13D)						
	CUSIP N	0. 65342	2K105	Schedule 15D							
	NAME	AME OF REPORTING PERSON.									
1.	HDML Asset LLC										
			APPROPRIATE BOX IF A N	MEMBER OF A C	CROUP	(a) 🗆					
2.	enter										
	SEC US										
3.	SEC USE ONLY.										
	SOURCE OF FUNDS										
4.		SOURCE OF FUNDS.									
	00										
5.	CHECK	CIF DIS	CLOSURE OF LEGAL PR	OCEEDINGS IS R	REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).						
5.											
6	CITIZE	NSHIP	OR PLACE OF ORGANIZ	ATION.							
6.	Delawar										
	-	_	SOLE VOTING POWER.								
		7.	0								
			SHARED VOTING POW	ER.							
NUMBER OF S BENEFICIA			3,282,759								
OWNED BY I REPORTING P			SOLE DISPOSITIVE PO								
WITH:		9.	0								
			SHARED DISPOSITIVE	POWER.							
		10.	3,282,759								
	AGGRI	EGATE /	AMOUNT BENEFICIALLY	Y OWNED BY EA	ACH REPORTING PERSON.						
11.	3,282,75	59									
	CHECK	K IF THI	E AGGREGATE AMOUNT	IN ROW (11) EX	CLUDES CERTAIN SHARES						
12.											
	PERCE	NT OF (CLASS REPRESENTED B	Y AMOUNT IN R	20W (11)						
13.											
)F DFD(ORTING PERSON.								
14.		JF KEI	OKTING I EKSON.								
	00	00									

*Includes shares owned by Halcyon Mount Bonnel Fund LP and First Series of HDML Fund I LLC.

Schedule 13D CUSIP No. 65342K105 NAME OF REPORTING PERSON. 1. NAME OF REPORTING PERSON. Haleyon Solutions Master Fund LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. 3. Sec USE ONLY. 3. Source of Funds. 00 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 6. CUTIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands Sole VOTING POWER. 7. Sole VOTING POWER. 9. NUMBER OF SHARES 8. OL PUTING POWER. 9. Shared VOTING POWER. 0 OUTING POWER. 0 Shared VOTING POWER.	(a) □ (b) ⊠
1. NAME OF REPORTING PERSON. Haleyon Solutions Master Fund LP 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. 3. SEC USE ONLY. 3. SOURCE OF FUNDS. 00 OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 6. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands 7. SOLE VOTING POWER. 0 SHARED VOTING POWER. 0 0	(b) 🗵
1. Haleyon Solutions Master Fund LP 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. 3. SEC USE ONLY. 3. SOURCE OF FUNDS. OO 4. OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 6. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands 7. SOLE VOTING POWER. 432,665 [†] NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 8. 0 COUNTING POWER. 0	(b) 🗵
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. 3. SEC USE ONLY. 3. SOURCE OF FUNDS. OO 4. OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 6. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands 7. SOLE VOTING POWER. 432,665 [†] NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 8.	(b) 🗵
2. 3. SEC USE ONLY. 3. 4. 00 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 5. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands 7. SOLE VOTING POWER. 432,665 [†] NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 8. 9. OWNED BY EACH	(b) 🗵
3. SOURCE OF FUNDS. 00 00 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 6. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands 7. SOLE VOTING POWER. 432,665 [†] NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 8.	
4. OO 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 6. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands 7. SOLE VOTING POWER. 432,665 [†] NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 8. 0 OUT DEPENdement power	
OU CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E). 5. CITIZENSHIP OR PLACE OF ORGANIZATION. Cayman Islands Cayman Islands 7. SOLE VOTING POWER. 432,665 [†] SHARED VOTING POWER. 0 ONNED BY EACH	
5. CITIZENSHIP OR PLACE OF ORGANIZATION. 6. Cayman Islands SOLE VOTING POWER. 7. SOLE VOTING POWER. 432,665 [†] SHARES BENEFICIALLY OWNED BY EACH	
6. Cayman Islands SOLE VOTING POWER. 7. SOLE VOTING POWER. 432,665 [†] 432,665 [†] SHARED VOTING POWER. 0 0 OWNED BY EACH	
Cayman Islands Cayman Islands Sole voting power. 432,665 [†] SHARED VOTING POWER. 0 Owned by Each 0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH SHARED VOTING POWER.	
NUMBER OF SHARES SHARED VOTING POWER. BENEFICIALLY 0 OWNED BY EACH 001 E DISPOSITION DOWNED	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	
BENEFICIALLY 0 OWNED BY EACH 00	
REPORTING PERSON SOLE DISPOSITIVE POWER.	
WITH: 9. 432,665 [†]	
SHARED DISPOSITIVE POWER.	
10. ⁰	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.	
11. 432,665 [†]	
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12.	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
13. _{0.41%[†]}	
TYPE OF REPORTING PERSON.	
14. _{PN}	

[†] Includes 107,500 Shares underlying Warrants that are currently exercisable.

					13D		Page 10					
				5	Schedule 13D	1						
	CUSIP N	o. 65342	K105									
	NAME	NAME OF REPORTING PERSON.										
1.	Halcyon Solutions GP LLC											
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.										
2.								(b) 🛛				
3.	SEC USE ONLY.											
Λ	SOURC	SOURCE OF FUNDS .										
4.	00											
_	CHECK	K IF DIS	CLOSURE OF LEG	GAL PROCEI	EDINGS IS F	REQUIRED PURS	UANT TO ITEMS 2(D) OR 2(E).					
5.												
	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION.										
6.	Cayman Islands											
		-	SOLE VOTING P	OWER.								
		7. 0										
			SHARED VOTIN	G POWER.								
NUMBER OF S BENEFICIA	LLY	0.	432,665*†									
OWNED BY I REPORTING P		0	SOLE DISPOSIT	IVE POWER.								
WITH:		9.	0									
			SHARED DISPOS	SITIVE POW	ER.							
		10.	432,665*†									
11	AGGRE	EGATE	AMOUNT BENEFI	CIALLY OW	NED BY EA	CH REPORTING	PERSON.					
11.	432,665	*†										
10	CHECK	K IF THI	E AGGREGATE AN	MOUNT IN R	OW (11) EX	CLUDES CERTAI	N SHARES					
12.												
10	PERCE	NT OF	CLASS REPRESEN	TED BY AM	OUNT IN RO	OW (11)						
13.	0.41%*1											
14	TYPE C)F REPO	ORTING PERSON.									
14.	14. _{PN}											

*Includes shares owned by Halcyon Solutions Master Fund LP † Includes 107,500 Shares underlying Warrants that are currently exercisable.

					13D		Page 11			
	CUSIP N	a (521)	V105		Schedule 13E)	1			
	CUSIF N	0. 05542	K 105							
	NAME OF REPORTING PERSON.									
1.	Avinash	Kripalar	ni							
	CHECK	7 THF A	DDDADDIATI	E BOX IF A ME		POUP		(a) 🗆		
2.	CHECK		III KUI MAII	E DOA IF A ME	MIDER OF A C			(a) ⊡ (b) ⊠		
								. ,		
	SEC USE ONLY.									
3.										
	SOURC	E OF F	UNDS.							
4.	00									
_	CHECK	K IF DIS	CLOSURE OI	F LEGAL PROC	EEDINGS IS I	REQUIRED PURS	SUANT TO ITEMS 2(D) OR 2(E).			
5.										
	CITIZE	NSHIP	OR PLACE O	F ORGANIZAT	ION.					
6.	Cayman	Islands								
	cujiiui	15141145		NG DOWED						
		7.	SOLE VOIT	NG POWER.						
		/•	0							
		ү СН	SHARED VO	DTING POWER	•					
NUMBER OF S BENEFICIA			9,535,910*†							
OWNED BY I	EACH		SOLE DISP	OSITIVE POWE	D					
REPORTING P WITH:				USITIVETOWE	/ N .					
			0							
		10	SHARED DI	SPOSITIVE PO	WER.					
		10.	9,535,910*†							
	AGGRI	EGATE A	AMOUNT BE	NEFICIALLY O	WNED BY EA	CH REPORTING	PERSON.			
11.	9,535,91	0*†								
12.	CHECK	(IF TH	E AGGREGAI	TE AMOUNT IN	ROW (11) EX	CLUDES CERTA	IN SHARES			
14.										
	PERCE	NT OF	CLASS REPR	ESENTED BY A	MOUNT IN R	OW (11)				
13.	8.94%*	ŀ								
	TVPF ()F RFD4	ORTING PER	SON						
14.		71° IXEA V								
	IN	IN								

*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power and Infrastructure Capital Holdings LLC, First Series of I HDML Fund LLC and Halcyon Solutions Master Fund, L.P.

[†] Includes 107,500 Shares underlying Warrants that are currently exercisable.

				13D		Page 12			
				Schedule 13D					
	CUSIP N	o. 65342	K105	Schedule 151)				
	NAME	OF RFP	ORTING PERSON.						
1.	Jason Dillow								
2.	СНЕСК	X THE A	PPROPRIATE BOX IF A ME	MBER OF A G	GROUP.		(a) □ (b) ⊠		
3.	SEC US	EC USE ONLY.							
	SOURCE OF FUNDS .								
4.	00								
5.	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).							
	CITIZE	NSHIP	OR PLACE OF ORGANIZAT	ION.					
6.	Cayman	Islands							
			SOLE VOTING POWER.						
		7.	0						
			SHARED VOTING POWER						
NUMBER OF SI BENEFICIAI	LLY	8.	9,535,910*†	•					
OWNED BY E REPORTING PI		SOLE DISPOSITIVE POW	CR.						
WITH:		9.). ₀						
		10	SHARED DISPOSITIVE PO	WER.					
		10.	9,535,910*†						
11	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.							
11.	9,535,91	0*†							
	CHECK	IF TH	E AGGREGATE AMOUNT IN	N ROW (11) EX	CLUDES CERTA	IN SHARES			
12.									
	PERCE	NT OF (CLASS REPRESENTED BY A	MOUNT IN R	OW (11)				
13.	8.94%*†								
	ТҮРЕ С	OF REPO	ORTING PERSON.						
14.	IN								

*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power and Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Solutions Master Fund, L.P.

[†] Includes 107,500 Shares underlying Warrants that are currently exercisable.

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				13D		Page 13				
				Cabadala 12D						
	CUSIP N	o. 65342	K105	Schedule 13D						
		00000								
1.	NAME OF REPORTING PERSON.									
1.	Kevah K	Conner								
•	CHECK	K THE A	PPROPRIATE BOX IF A MEN	MBER OF A G	ROUP.		(a) 🗆			
2.							(b) 🗵			
	SEC USE ONLY.									
3.										
	SOURC	E OF FU	INDS							
4.		LOFIC								
	00									
5.	CHECK	K IF DIS	CLOSURE OF LEGAL PROC	EEDINGS IS R	EQUIRED PURS	UANT TO ITEMS 2(D) OR 2(E).				
Э.										
	CITIZE	NSHIP (OR PLACE OF ORGANIZATI	ION.						
6.	Cayman	Islands								
			SOLE VOTING POWER.							
		7.	0							
			* 							
NUMBER OF SI	HARES	RES Y CH SON	SHARED VOTING POWER.							
BENEFICIA OWNED BY E			9,535,910*†							
REPORTING P			SOLE DISPOSITIVE POWE	R.						
WITH:		9.	• 0							
			SHARED DISPOSITIVE PO	WER.						
		10.	9,535,910*†							
	AGGRE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.								
11.	9,535,91	0*†								
	CHECK	K BOX II	F THE AGGREGATE AMOUN	NT IN ROW (11) EXCLUDES CE	RTAIN SHARES				
12.				× ×	, ,					
	DEDCE	NT OF (CLASS REPRESENTED BY A		WV (11)					
13.			LASS KEPKESENTED BY A	MOUNT IN KU	J W (11)					
	8.94%*†									
14	ТҮРЕ С	OF REPC	DRTING PERSON.							
14.	IN									

*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power and Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Solutions Master Fund, L.P.

[†] Includes 107,500 Shares underlying Warrants that are currently exercisable.

					13D		Page 14			
					<u> </u>					
	CUSIP N	0 65312	K105		Schedule 13D					
		0. 05542	K105							
	NAME	OF REP	ORTING PEI	RSON.						
1.	John Bader									
	CHECK					DOUD		(a) 🗆		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.									
2.										
	SEC USE ONLY.									
3.										
4	SOURCE OF FUNDS .									
4.	00									
	CHECK	TIF DIS	CLOSURE O	F LEGAL PROC	CEEDINGS IS F	REOUIRED PU	RSUANT TO ITEMS 2(D) OR 2(F	с). 🗆		
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E).									
	CITIZE	NSHIP	OR PLACE O	F ORGANIZATI	ION.					
6.	Cayman	Islands								
			SOLE VOTI	NG POWER.						
		7.		ING I OWER.						
			0							
		СН	SHARED V	OTING POWER.						
NUMBER OF SI BENEFICIAI			9,535,910*†							
OWNED BY E					~					
REPORTING PI WITH:	ERSON	9.	SOLE DISP	OSITIVE POWE	К.					
WITH:		9.	0							
			SHARED D	SPOSITIVE PO	WER.					
		10.	9,535,910*†							
11	AGGRE	GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.								
11.	9,535,91	0,*†								
	CHECK	IF THE	E AGGREGA	FE AMOUNT IN	ROW (11) EX(CLUDES CERT	AIN SHARES			
12.										
10	PERCE	NT OF (CLASS REPR	ESENTED BY A	MOUNT IN RO	OW (11)				
13.	8.94%*†									
	тург с	F BEDA	DRTING PER	SON						
14.		T ALL	JATING FEK							
▲ • •	IN	IN								

*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power and Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Solutions Master Fund, L.P. † Includes 107,500 Shares underlying Warrants that are currently exercisable.

					13D		Page 15			
					Schedule 13D					
	CUSIP N	o. 65342	K105		Schedule 13D					
		00000	0.0000000000000000000000000000000000000							
1.	NAME OF REPORTING PERSON.									
1.	Halcyon Capital Management LP									
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.									
2.										
3.	SEC USE ONLY.									
	SOURC	E OF FU	UNDS.							
4.	00									
	CHECK	K IF DIS	CLOSURE O	F LEGAL PROC	EEDINGS IS R	EOUIRED PURS	SUANT TO ITEMS 2(D) OR 2(E).			
5.										
6.	CITIZE	NSHIP	OR PLACE O	F ORGANIZATI	ON.					
0.	Cayman Islands									
			SOLE VOT	NG POWER.						
		7.	0							
			SHADED W	OTING POWER.						
NUMBER OF SI	HARES	8.		UTING FOWER.						
BENEFICIA OWNED BY F			9,535,910*†							
REPORTING P		9.	SOLE DISP	OSITIVE POWE	R.					
WITH:			0							
		10.	SHARED D	SPOSITIVE POV	WER.					
	T		2,555,710							
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON.									
11.	9,535,91	9,535,910*†								
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES									
12.										
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)									
	8.94%*†									
14	TYPE OF REPORTING PERSON.									
14.	PN									
1	1									

*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power and Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Solutions Master Fund, L.P. † Includes 107,500 Shares underlying Warrants that are currently exercisable.

This Amendment No. 3 ("Amendment No. 3") amends the Schedule 13D originally filed with the U.S. Securities and Exchange Commission (the "Commission") on August 3, 2017, as amended (as amended, the "Statement"), and is filed by the Reporting Persons with respect to the common stock, \$0.0001 par value per share ("Shares"), of NextDecade Corporation (the "Issuer"). Capitalized terms used herein but not defined shall have the meaning given to them in the Statement.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

On April 11, 2018 (the "Backstop Agreement Date"), Halcyon Management entered into a backstop commitment agreement with the Issuer (the "Backstop Agreement"), pursuant to which Halcyon Management or its designated affiliates (as described below), agreed to purchase in the aggregate, at the Issuer's election, up to approximately \$3.845 million in, or approximately 3,845 shares of, convertible preferred stock with detached warrants (such commitment, the "Halcyon Backstop Amount") in connection with the Issuer's convertible preferred equity offering ("preferred offering") previously disclosed in the Issuer's Form 8-K filed with the SEC on April 12, 2018 (the "Backstop 8-K").

Pursuant to the Backstop Agreement, in exchange for Halcyon Management's commitment under the Backstop Agreement, the Issuer agreed to issue to Halcyon Management, or its designated affiliates, at the closing of the preferred offering (the "Closing"), an aggregate of 24,007 Shares if the Closing occurs within 30 days after the Backstop Agreement Date and additional Shares if the Closing occurs at a later date (as set forth in the Backstop Agreement). In addition, the Issuer agreed to issue to Halcyon Management, or its designated affiliates, an amount equal to 2.75% of the portion of the Halcyon Backstop Agreement drawn on by the Issuer, which will be paid at the Closing in Shares priced at \$4.8047 per share.

Item 5. Interests in the Securities of the Issuer.

Item 5 is amended and supplemented as follows:

The responses set forth on rows 7 through 13 of the cover pages of this Statement, as of the date hereof, are incorporated by reference in this Item 5.

(a) and (b) The following responses are Shares (based on (i) 106,397,602 outstanding Shares as of March 1, 2018, as reported in the Issuer's Form 10-K filed with the SEC on March 8, 2018, plus (ii) 218,534 Shares, representing the minimum aggregate number of Shares to be issued by the Issuer as backstop fees in connection with the convertible preferred offering (see Item 4) (the "Outstanding Shares"), or, where so indicated, 106,723,636 Shares ("Outstanding Shares Including Warrants"), which amount includes 107,500 warrants owned by Solutions that are currently exercisable at an exercise price of \$11.50 per Share ("Warrants").

As of the date hereof, the Reporting Persons beneficially own, in the aggregate 9,535,910 Shares including the 107,500 Warrants, which represent approximately 8.94% of the Outstanding Shares Including Warrants.

As of the date hereof, Mount Bonnell directly owns 2,641,178 Shares, which represents approximately 2.48% of the Outstanding Shares; HDML directly owns 641,581 Shares, which represents approximately 0.60% of the Outstanding Shares; HCN directly owns 4,076,894 Shares, which represents approximately 3.82% of the Outstanding Shares; HEPI directly owns 1,743,592 Shares, which represents approximately 1.64% of the Outstanding Shares; and Solutions directly owns 325,165 Shares and 107,500 Warrants, which represent approximately 0.41% of the Outstanding Shares.

HDML Asset is the general partner of Mount Bonnell and HCN GP is the general partner of HCN and is the investment member of HDML. Halcyon Management is the investment manager for each of Mount Bonnell, HCN, HEPI and HDML. Investment decisions of Halcyon Management are made by a three person Halcyon Management committee, including Jason Dillow and Kevah Konner, each of whom has individual decision-making authority. John Bader is the CEO of Halcyon Management. Avinash Kripalani is a Principal at Halcyon Management.

The aggregate number and percentage of the Shares beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D.

(c) Except as set forth in this Item 3, none of the Reporting Persons has effected any transaction in the Shares in the 60 days prior to filing this Statement, except that the Share ownership amounts reported herein reflect the receipt of the Backstop Grant as set forth below:

<u>Halcyon Affiliate</u>	Backstop Grant Shares
HEPI	2,243
HDML	6,868
HCN	14,896

(d) To the knowledge of the Reporting Persons, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer reported on this Statement.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses to Item 4 and Item 5 are incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits

Item 7 is amended and supplemented as follows:

10.7	Backstop Agreement, dated April 11, 2018, between Issuer and Reporting Person (incorporated herein by reference to the Issuer's Current
	Report on Form 8-K filed with the SEC on April 12, 2018).
2*	Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Exchange Act.

* Filed herewith.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 13, 2018

Halcyon Mount Bonnell Fund LP

By: Halcyon Capital Management LP, its Manager

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

<u>April 13, 2018</u> Date

HDML Asset LLC

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

<u>April 13, 2018</u> Date

HCN LP By: Halcyon Capital Management LP, its Manager

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

<u>April 13, 2018</u> Date

HCN GP LLC

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

<u>April 13, 2018</u> Date /s/ John Freese Name: John Freese Title: Senior Corporate Counsel

<u>April 13, 2018</u> Date

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

<u>April 13, 2018</u> Date

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

<u>April 13, 2018</u> Date

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

<u>April 13, 2018</u> Date

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

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

<u>April 13, 2018</u> Date

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

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

<u>April 13, 2018</u> Date

HDML Asset LLC

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

<u>April 13, 2018</u> Date

Halcyon Solutions Master Fund LP By: Halcyon Solutions GP LLC, its General Partner

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

<u>April 13, 2018</u> Date

Halcyon Solutions GP LLC

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

<u>April 13, 2018</u> Date /s/ John Freese Name: John Freese Title: Senior Corporate Counsel

<u>April 13, 2018</u> Date

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<u>April 13, 2018</u> Date

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

<u>April 13, 2018</u> Date

		/s/ Avinash Kripalani
Name		Avinash Kripalani
April	13,	2018
Date		
		/s/ Jason Dillow
Name		Jason Dillow
April	<u>13,</u>	2018
Date		
	,	/s/ Kevah Konner
Name	;	Kevah Konner
April	13,	2018
Date		
	,	/s/ John Bader
Name		John Bader
April	13,	2018
Date		
	19	

<u>Exhibit Index</u>

1	Backstop Agreement, dated April 11, 2018, between Issuer and Reporting Person (incorporated herein by reference to the Issuer's Current Report on Form 8-K filed with the SEC on April 12, 2018).
<u>2*</u>	Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Exchange Act.

* Filed herewith.

JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of common stock, 0.0001 par value per share, of NextDecade Corporation is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The execution and filing of this agreement shall not be construed as an admission that the undersigned are a group, or have agreed to act as a group.

Dated: April 13, 2018

Halcyon Mount Bonnell Fund LP

By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott Name: Suzanne McDermott

Name: Suzanne McDermott Title: Chief Compliance Officer

<u>April 13, 2018</u> Date

HDML Asset LLC

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

<u>April 13, 2018</u> Date

HCN LP By: Halcyon Capital Management LP, its Manager

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

<u>April 13, 2018</u> Date

HCN GP LLC

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

<u>April 13, 2018</u> Date Title: Senior Corporate Counsel

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

<u>April 13, 2018</u> Date

/s/ John Freese

Date

Name: John Freese

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

<u>April 13, 2018</u> Date

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

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

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

<u>April 13, 2018</u> Date

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

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

<u>April 13, 2018</u> Date

HDML Asset LLC

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

<u>April 13, 2018</u> Date

Halcyon Solutions Master Fund LP By: Halcyon Solutions GP LLC, its General Partner

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

<u>April 13, 2018</u> Date

Halcyon Solutions GP LLC

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

<u>April 13, 2018</u> Date Name: John Freese Title: Senior Corporate Counsel <u>April 13, 2018</u>

<u>April 13, 201</u> Date

/s/ John Freese

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

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Halcyon Capital Management LP

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

<u>April 13, 2018</u> Date

/s/ Avinash Kripalani Name: Avinash Kripalani

<u>April 13, 2018</u>

Date

/s/ Jason Dillow Name: Jason Dillow

<u>April 13, 2018</u>

Date

/s/ Kevah Konner Name: Kevah Konner

<u>April 13, 2018</u>

Date

/s/ John Bader Name: John Bader

<u>April 13, 2018</u> Date

3

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

<u>April 13, 2018</u> Date