
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 12)*

NextDecade Corp.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

65342K105

(CUSIP Number)

David Gallo
Valinor Management L.P., 405 Lexington Avenue, 34th Floor
New York, NY, 10174
(212) 918-5230

Kaitlin Descovich
Weil, Gotshal & Manges LLP, 2001 M Street NW
Washington, DC, 20036
(202) 682-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/16/2025

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 65342K105

1 Name of reporting person
 VALINOR CAPITAL PARTNERS, L.P.
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 OO
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
 2,321,219.00

9 Sole Dispositive Power
 0.00

10 Shared Dispositive Power
 2,321,219.00

11 Aggregate amount beneficially owned by each reporting person
 2,321,219.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
 Percent of class represented by amount in Row (11)

13 0.89 %

14 Type of Reporting Person (See Instructions)
 PN

SCHEDULE 13D

CUSIP No. 65342K105

1 Name of reporting person
 VALINOR CAPITAL PARTNERS OFFSHORE MASTER FUND, L.P.
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

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
 DELAWARE

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person 8
 Shared Voting Power
 10,971,298.00

9 Sole Dispositive Power
 0.00

With: Shared Dispositive Power
 10,971,298.00

11 Aggregate amount beneficially owned by each reporting person
 10,971,298.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)
 4.22 %

14 Type of Reporting Person (See Instructions)
 PN

SCHEDULE 13D

CUSIP No. 65342K105

1 Name of reporting person
 Valinor Associates, LLC
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

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
 DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person 7
 Sole Voting Power
 0.00

8 Shared Voting Power
 13,292,517.00

9 Sole Dispositive Power

Person
With: 0.00
Shared Dispositive Power
10
13,292,517.00
Aggregate amount beneficially owned by each reporting person
11
13,292,517.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12

Percent of class represented by amount in Row (11)
13
5.11 %
Type of Reporting Person (See Instructions)
14
PN

SCHEDULE 13D

CUSIP No. 65342K105

1 Name of reporting person
VALINOR MANAGEMENT, L.P.
Check the appropriate box if a member of a Group (See Instructions)
2
 (a)
 (b)
3 SEC use only
Source of funds (See Instructions)
4
OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5

Citizenship or place of organization
6
DELAWARE
Sole Voting Power
7
0.00
Number of
Shares Beneficially
Owned by Each
Reporting
Person With: 8
13,292,517.00
Shared Voting Power
Sole Dispositive Power
9
0.00
Shared Dispositive Power
10
13,292,517.00
Aggregate amount beneficially owned by each reporting person
11
13,292,517.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12

Percent of class represented by amount in Row (11)
13

5.11 %
Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

CUSIP No. 65342K105

Name of reporting person

1

Gallo David

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

1,540,680.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

13,292,517.00

Each

Sole Dispositive Power

Reporting 9

Person

1,540,680.00

With:

Shared Dispositive Power

10

13,292,517.00

Aggregate amount beneficially owned by each reporting person

11

14,833,197.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

5.7 %

Type of Reporting Person (See Instructions)

14

PN

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

Name of Issuer:

(b)

NextDecade Corp.

Address of Issuer's Principal Executive Offices:

(c)

1000 Louisiana Street, Suite 3900, Houston, TEXAS , 77002.

Item 1 Comment: This Amendment No. 12 ("Amendment No. 12") amends the Schedule 13D originally filed with the U.S. Securities and Exchange Commission (the "Commission") on August 3, 2017 (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: Since January 3, 2024 and through and including January 17, 2025, Valinor Capital Partners, L.P., a Delaware limited partnership ("Capital Partners") and Valinor Capital Partners Offshore Master Fund, L.P., a Cayman Islands exempted limited partnership ("Capital Partners Offshore Master") sold, in the aggregate, 1,694,605 Shares.

Item 5. Interest in Securities of the Issuer

Item 5 is amended and supplemented as follows: The responses set forth in rows 7 through 13 on the cover pages to this Amendment No. 12 are incorporated by reference into this Item 5. Such responses are provided as of January 17,

(a) 2025. (A) Capital Partners directly holds 2,321,219 Shares, which represents approximately 0.89% of the Issuer's outstanding Shares (based on 260,291,186 Shares outstanding as of November 1, 2024, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Commission on November 7, 2024, the "Outstanding Shares"); and (B) Capital Partners Offshore Master directly holds 10,971,298 Shares, which represents approximately 4.22% of the Outstanding Shares. David Gallo may be deemed to beneficially own 14,833,197 Shares, representing 5.70% of the Outstanding Shares. Mr. Gallo is the Founder, Managing Partner and Portfolio Manager at Valinor Management, an investment management firm that serves as the investment manager to a number of private investment vehicles including Capital Partners Offshore Master and Capital Partners, and is the managing member of Associates, which in turn is the general partner of Capital Partners Offshore Master and Capital Partners. Valinor Management Associates, LLC is the general partner of Valinor 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) None of the Reporting Persons has effected any transaction in the Shares within the last 60 days except as set forth in Annex A included in Exhibit 99.1 of this Amendment No. 12, which is incorporated by reference into this Item 5(c).

(d) To the knowledge of the Reporting Persons, no person other than the Reporting Persons, or the partners, members, affiliates or shareholders of 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 Amendment No. 12.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Annex A

SIGNATURE

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.

VALINOR CAPITAL PARTNERS, L.P.

Signature: /s/ David Gallo

Name/Title: David Gallo, Managing Partner

Date: 01/21/2025

VALINOR CAPITAL PARTNERS OFFSHORE MASTER
FUND, L.P.

Signature: /s/ David Gallo

Name/Title: David Gallo, Managing Partner

Date: 01/21/2025

Valinor Associates, LLC

Signature: /s/ David Gallo

Name/Title: David Gallo, Managing Partner

Date: 01/21/2025

VALINOR MANAGEMENT, L.P.

Signature: /s/ David Gallo

Name/Title: David Gallo, Managing Partner

Date: 01/21/2025

Gallo David

Signature: /s/ David Gallo

Name/Title: Gallo David

Date: 01/21/2025

Annex A

Transactions

The following table sets forth all transactions by the Reporting Persons in the Issuer's Common Stock since January 2, 2025, and through and including January 17, 2025.

Reporting Person	Transaction Date	Number of Shares Sold	Price Per Share*	Price Range (inclusive)*
Valinor Capital Partners, L.P.	1/2/2025	4,014	\$8.2931	\$8.25 to \$8.34
Valinor Capital Partners Offshore Master Fund, L.P.	1/2/2025	11,420	\$8.2931	\$8.25 to \$8.34
Valinor Capital Partners, L.P.	1/3/2025	4,328	\$8.3188	\$8.25 to \$8.48
Valinor Capital Partners Offshore Master Fund, L.P.	1/3/2025	12,314	\$8.3188	\$8.25 to \$8.48
Valinor Capital Partners, L.P.	1/6/2025	1,837	\$8.3190	\$8.25 to \$8.40
Valinor Capital Partners Offshore Master Fund, L.P.	1/6/2025	5,226	\$8.3190	\$8.25 to \$8.40
Valinor Capital Partners, L.P.	1/14/2025	82	\$8.2507	\$8.25 to \$8.255
Valinor Capital Partners Offshore Master Fund, L.P.	1/14/2025	234	\$8.2507	\$8.25 to \$8.255
Valinor Capital Partners, L.P.	1/15/2025	732	\$8.2880	\$8.25 to \$8.36
Valinor Capital Partners Offshore Master Fund, L.P.	1/15/2025	2,081	\$8.2880	\$8.25 to \$8.36
Valinor Capital Partners, L.P.	1/16/2025	72,122	\$8.7092	\$8.25 to \$9.11
Valinor Capital Partners Offshore Master Fund, L.P.	1/16/2025	205,171	\$8.7092	\$8.25 to \$9.11
Valinor Capital Partners, L.P.	1/17/2025	36,330	\$9.0672	\$8.7988 to \$9.36
Valinor Capital Partners Offshore Master Fund, L.P.	1/17/2025	103,352	\$9.0672	\$8.7988 to \$9.36

* The number of Shares reported represents an aggregate number of shares executed by a broker-dealer in multiple open market transactions over a range of prices. The price per share reported represents the weighted average price (without regard to brokerage commissions). The applicable Reporting Person undertakes to provide the staff of the SEC upon request, the number of shares executed by such Reporting Person at each separate price within the range.