

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>HGC Next Inv LLC</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [NEXT]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 07/29/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 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	07/29/2024		P ⁽¹⁾		5,845,454	A	\$7.5	17,536,368	D ⁽²⁾⁽³⁾	
Common Stock	07/29/2024		P ⁽¹⁾		5,845,455	A	\$7.5	17,536,369	D ⁽³⁾⁽⁴⁾	
Common Stock								23,410,842	D ⁽⁵⁾	

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>HGC Next Inv LLC</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Hanwha Impact Partners Inc.</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Hanwha Impact Global Corp</u> <hr/> (Last) (First) (Middle) 501 2ND STREET, SUITE 500 <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)

(Last) (First) (Middle)
86, CHEONGGYECHEON-RO, JUNG-GU

(Street)
SEOUL M5

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Hanwha Aerospace Co., Ltd.](#)

(Last) (First) (Middle)
1204, CHANGWON-DAERO, SEONGSAN-GU

(Street)
CHANGWON-SI,
GYEONGSANGNAM- M5 51542
DO

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Hanwha Ocean USA International LLC](#)

(Last) (First) (Middle)
5051 WESTHEIMER RD.
GALLERIA TOWER II, SUITE 1400

(Street)
HOUSTON TX 77056

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Hanwha Ocean USA Holdings Corp.](#)

(Last) (First) (Middle)
5051 WESTHEIMER RD.
GALLERIA TOWER II, SUITE 1400

(Street)
HOUSTON TX 77056

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Hanwha Ocean Co., Ltd.](#)

(Last) (First) (Middle)
3370, GEOJE-DAERO

(Street)
GEOJE-SI,
GYEONGSANGNAM- M5 53302
DO

(City) (State) (Zip)

Explanation of Responses:

1. On July 29, 2024, pursuant to the secondary block trade agreement, dated June 13, 2024, by and among Hanwha Ocean USA International LLC ("Hanwha Ocean LLC"), a Delaware limited liability company, and the sellers party thereto (the "Sellers"), and the secondary block trade agreement, dated June 13, 2024, by and among Hanwha Aerospace Co., Ltd. ("Hanwha Aerospace"), a corporation organized under the laws of the Republic of Korea, and the Sellers, Hanwha Ocean LLC and Hanwha Aerospace purchased an aggregate of 35,072,737 shares of common stock ("Common Stock"), par value \$0.0001 per share, of NextDecade Corporation, for a purchase price of \$7.50 per share from the Sellers as more fully described in the Amendment No. 3 to the Schedule 13D filed by HGC NEXT INV LLC ("HGC"), a Delaware limited liability company, on July 31, 2024.
2. Reflects securities held directly by Hanwha Aerospace.
3. This filing shall not be deemed an admission that the reporting persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, or are subject to Section 16 of the Exchange Act, and each of the reporting persons disclaims beneficial ownership of the securities reported herein, except to the extent of their pecuniary interest therein.
4. Reflects securities held directly by Hanwha Ocean LLC. Hanwha Ocean USA Holdings Corp. ("Hanwha Ocean Corp."), a Delaware corporation, is the sole member of Hanwha Ocean LLC, and Hanwha Ocean Co., Ltd., a corporation organized under the laws of the Republic of Korea, is the sole shareholder of Hanwha Ocean Corp.
5. Reflects securities held directly by HGC. Hanwha Impact Partners Inc., a Delaware corporation ("HIP"), is the sole member of HGC, and Hanwha Impact Global Corporation, a corporation organized under the laws of the Republic of Korea, is the sole shareholder of HIP.

Remarks:

The reporting persons may be deemed members of a "group" (as such term is used in Section 13(d) of the Exchange Act and the rules promulgated thereunder) that beneficially owns more than 10% of the outstanding shares of Common Stock. Each of the reporting persons disclaims membership in any such group.

HGC NEXT INV LLC By: 07/31/2024
Hanwha Impact Partners Inc.,
its managing member By: /s/
Sunghyun Hong Name:
Sunghyun Hong Title:
President
Hanwha Impact Global
Corporation By: /s/ Moonkee 07/31/2024
Yu Name: Moonkee Yu Title:
President
Hanwha Impact Partners By:
/s/ Sunghyun Hong Name: 07/31/2024
Sunghyun Hong Title:
President
Hanwha Aerospace Co., Ltd.
By: /s/ Jaeil Son Title: Chief 07/31/2024
Executive Officer
Hanwha Ocean USA
International LLC By: /s/ 07/31/2024
Sukwon Lee Title: Chief
Executive Officer
Hanwha Ocean USA Holdings
Corp. By: /s/ Sukwon Lee 07/31/2024
Title: Chief Executive Officer
Hanwha Ocean Co., Ltd. By:
/s/ Duhyoung Ryoo Title: 07/31/2024
President

** 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.