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| <b>OMB APPROVAL</b>                          |           |
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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*<br><u>Bardin Hill Investment Partners LP</u><br><hr/> (Last) (First) (Middle)<br>299 PARK AVE., 24TH FLOOR<br><hr/> (Street)<br>NEW YORK NY 10171<br><hr/> (City) (State) (Zip)   | 2. Issuer Name and Ticker or Trading Symbol<br><u>NextDecade Corp. [ NEXT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/27/2023                  |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |   |
| Rule 10b5-1(c) Transaction Indication<br><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 | 09/27/2023                           |  | s                              |   | 450,000 <sup>(3)</sup>  | D          | \$5.314 <sup>(4)(5)</sup> | 12,079,908 <sup>(6)</sup>   | I  | See notes <sup>(1)(2)(7)</sup>                        |

**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 |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
Bardin Hill Investment Partners LP  


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 (Last) (First) (Middle)  
 299 PARK AVE., 24TH FLOOR  


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 (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  


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 (Street)  
 NEW YORK NY 10171  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Desai Pratik  


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 (Last) (First) (Middle)  
 C/O BARDIN HILL INVESTMENT PARTNERS, LP

299 PARK AVENUE, 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)

**Explanation of Responses:**

1. See Exhibit 99.1 for text of footnote.
2. See Exhibit 99.1 for text of footnote.
3. See Exhibit 99.1 for text of footnote.
4. See Exhibit 99.1 for text of footnote.
5. See Exhibit 99.1 for text of footnote.
6. See Exhibit 99.1 for text of footnote.
7. See Exhibit 99.1 for text of footnote.

**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. This Form 4 is Part 2 of 2.

See Exhibit 99.2 for  
Signatures

09/29/2023

\*\* 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.**

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): September 27, 2023

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: Halcyon Mount Bonnell Fund LP ("Mount Bonnell"), Halcyon Energy, Power and Infrastructure Capital Holdings LLC ("HEPI"), 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, Mount Bonnell and the investment member of HDML. Bardin Hill is the investment manager for each of HCN, HDML, Mount Bonnell, 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) Represents the sale of shares of the Issuer's Common Stock as follows: 30,908 by Mount Bonnell; 419,092 by HEPI.

(4) The shares were sold within a range of \$5.22 to \$5.40, inclusive.

(5) The price represents the weighted average price of the shares sold. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or any security holder of the Issuer, information regarding the number of shares sold at each separate price within the range.

(6) Represents the shares of the Issuer's Common Stock directly held following the reported sales as follows: 1,247,067 by HEPI; 1,538,882 by HDML; 6,117,325 by HCN; 571,909 by Master Fund; and 2,604,725 by Mount Bonnell.

(7) The Reporting Persons disclaim any beneficial ownership of the reported securities other than to the extent of any pecuniary interest they may have therein, directly or indirectly. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities of the Issuer in excess of their respective pecuniary interests.

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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): September 27, 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

September 29, 2023

Date

Joint Filer Information

Name of Joint Filer: Halcyon Mount Bonnell Fund 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): September 27, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Halcyon Mount Bonnell Fund LP

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: General Counsel

September 29, 2023

Date

Joint Filer Information

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

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): September 27, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Halcyon Energy, Power and Infrastructure Capital Holdings LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese  
Title: General Counsel

September 29, 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): September 27, 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

September 29, 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): September 27, 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

September 29, 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): September 27, 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

September 29, 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): September 27, 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

September 29, 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): September 27, 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

September 29, 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): September 27, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Avinash Kripalani

Name: Avinash Kripalani

September 29, 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): September 27, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ John Greene

\_\_\_\_\_  
Name: John Greene  
Title: Portfolio Manager

September 29, 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): September 27, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Jason Dillow

\_\_\_\_\_  
Name: Jason Dillow  
Title: Chief Investment Officer

September 29, 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): September 27, 2023

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Pratik Desai

Name: Pratik Desai  
Title: Portfolio Manager

September 29, 2023  
Date