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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 9, 2017 (July 24, 2017)

NEXTDECADE CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware	001-36842	46-5723951
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3 Waterway Square Place, The Woodlands, Texas 77380
(Address of Principal Executive Offices) (Zip Code)

(832) 403-1874
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e 4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 9.01. Financial Statement and Exhibits.

(a) Financial Statements.

The condensed consolidated financial statements of NextDecade, LLC as of and for the six months ended June 30, 2017 is attached to this Current Report on Form 8-K/A as Exhibit 99.1 and is incorporated herein by reference.

Information responsive to Item 9.01(a) of Form 8-K/A is set forth in the definitive proxy statement, filed with the Securities and Exchange Commission on June 29, 2017, in the financial statements beginning on page F-1 and is incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed consolidated combined financial information of NextDecade for the six months ended June 30, 2017 and for the year ended December 31, 2016 is attached to this Current Report on Form 8-K/A as Exhibit 99.2 and is incorporated herein by reference.

(d) Exhibits.

Exhibit	Description
99.1	Financial Statements of NextDecade, LLC as of June 30, 2017
99.2	Unaudited pro forma condensed consolidated combined financial information of NextDecade as of June 30, 2017

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 9, 2017

NEXTDECADE CORPORATION

By: /s/ Krysta De Lima
Name: Krysta De Lima
Title: General Counsel

Exhibit Index

Exhibit	Description
99.1	Financial Statements of NextDecade LLC as of June 30, 2017
99.2	Unaudited pro forma condensed consolidated combined financial information of NextDecade as of June 30, 2017

NextDecade, LLC

Condensed Consolidated Financial Statements

June 30, 2017

NextDecade, LLC
Index

NextDecade, LLC
Condensed Consolidated Balance Sheets

(in thousands)	June 30, 2017 (Unaudited)	December 31, 2016
Assets		
Current assets		
Cash	$ 14,173	$ 12,524
Deferred equity issuance costs	3,168	578
Investments	5,037	4,997
Prepaid expenses and other current assets	1,092	1,096
Total current assets	23,470	19,195
Property, plant and equipment, net	62,854	56,233
Other assets	349	349
Total assets	$ 86,673	$ 75,777
Liabilities and Members' Equity		
Current liabilities		
Accounts payable	$ 2,169	$ 1,167
Accrued expenses and other current liabilities	4,638	3,767
Total current liabilities	6,807	4,934
Non-current compensation liabilities	2,415	2,745
Total liabilities	9,222	7,679
Commitments and contingencies (see Note 9)		
Members' Equity		
Total capital	77,475	68,125
Accumulated other comprehensive loss	(24)	(27)
Total members' equity	77,451	68,098
Total liabilities and members' equity	$ 86,673	$ 75,777

The accompanying notes are an integral part of these condensed consolidated financial statements.

NextDecade, LLC

Condensed Consolidated Statements of Operations and Comprehensive Loss (Unaudited)

(in thousands)	Six Months Ended June 30,			
	2017		2016	
OPERATIONS				
Operating expenses				
Selling, general and administrative	$	4,382	$	3,318
Land option and lease expenses		483		292
Depreciation		52		47
Impairment loss on capital projects		–		506
Total operating expenses		4,917		4,163
Total operating loss		(4,917)		(4,163)
Other income (expense)				
Foreign exchange transaction loss		(18)		(13)
Interest income, net		86		16
Total other income		68		3
Net loss	$	(4,849)	$	(4,160)
COMPREHENSIVE LOSS				
Comprehensive loss				
Net loss	$	(4,849)	$	(4,160)
Other comprehensive loss:				
Change in fair value of investments		3		-
Comprehensive loss	$	(4,846)	$	(4,160)

The accompanying notes are an integral part of these condensed consolidated financial statements.

NextDecade, LLC
Condensed Consolidated Statements of Cash Flows (Unaudited)

(in thousands)	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Operating activities:		
Net loss	$ (4,849)	$ (4,160)
Adjustment to reconcile net loss to net cash used in operating activities		
Depreciation	52	47
Impairment loss on capital projects	–	506
Changes in operating assets and liabilities		
Prepaid expenses and other currents assets	114	185
Accounts payable	(166)	47
Accrued expenses and other liabilities	(204)	(407)
Net cash used in operating activities	(5,053)	(3,782)
Investing activities:		
Acquisition of property, plant and equipment	(5,584)	(10,361)
Issuance of note receivable	(115)	–
Repayment of note receivable	5	–
Change in restricted cash	–	17,003
Investments	(37)	–
Net cash (used in) provided by investing activities	(5,731)	6,642
Financing activities:		
Gross proceeds from Class B Member contributions	15,000	–
Equity issuance costs	(2,567)	–
Net cash provided by financing activities	12,433	–
Net increase in cash	1,649	2,860
Cash – Beginning of the period	12,524	27,127
Cash – End of the period	$ 14,173	$ 29,987
Non-cash investing and financing activities:		
Accounts payable for acquisition of property, plant and equipment.	$ 1,543	$ 1,179
Accrued liabilities for acquisition of property, plant and equipment.	3,303	1,436
Accrued liability for deferred financing cost	1,079	–

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. Business and Organization

NextDecade, LLC (the "Company") is a Delaware limited liability company formed on June 4, 2010. The Company engages in development activities related to the liquefaction and sale of liquefied natural gas ("LNG") in international markets. Since mid-2014 it has focused its development activities on a site at the Port of Brownsville in southern Texas (the "Terminal") and an associated 137-mile pipeline to supply gas to the Terminal (the "Pipeline" together with the Terminal, the "Project"). The Company estimates the Project will commence commercial operations in 2022.

On February 24, 2017, the Company formed a wholly-owned subsidiary, El Dorado Pipeline, LLC, to explore potential development of an intrastate pipeline in Texas. On March 3, 2017, the Company renamed a dormant, wholly-owned subsidiary from Brownsville LNG, LLC, to El Dorado Pipeline Marketing, LLC, to support the potential marketing of transport capacity on the new intrastate pipeline.

On April 18, 2017, the Company, Harmony Merger Corp. ("Harmony"), a direct wholly owned subsidiary of Harmony ("Merger Sub"), and certain members of the Company and affiliated entities, entered into an Agreement and Plan of Merger ("Merger Agreement"). Pursuant to the Merger Agreement, entities affiliated with the Company were to merge with and into Merger Sub, with Merger Sub being the surviving entity and, immediately thereafter Merger Sub was to merge with and into the Company with the Company being the surviving entity and becoming a wholly owned subsidiary of Harmony (the "Merger").

On July 24, 2017, the Merger was completed and, concurrent with the Merger, Harmony was renamed NextDecade Corporation (the "Parent"). Immediately following the Merger, the pre-Merger members of the Company held approximately 94% of the outstanding NextDecade Corporation common stock. The Merger will be accounted for as a reverse acquisition and recapitalization, with the Company presented as the acquirer for accounting purposes. For additional information related to the closing of the Merger, see Subsequent Events.

2. Significant Accounting Policies

Basis of Presentation

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Accordingly, they do not include all the information and disclosures required by GAAP for annual financial statements and should be read in conjunction with the Company's annual report for the year ended December 31, 2016, which is included in Harmony's definitive proxy statement filed on June 29, 2017. In the Company's opinion, all adjustments, consisting only of normal recurring items, which are considered necessary for a fair presentation of the unaudited condensed consolidated financial statements, have been included. The results of operations for the six months ended June 30, 2017, are not necessarily indicative of the operating results for the full year. The condensed consolidated balance sheet as of December 31, 2016, has been derived from the Company's audited consolidated financial statements.

Certain reclassifications have been made to conform prior period information to the current presentation. The reclassifications had no effect on the Company's overall consolidated financial position, operating results or cash flows.

Accounting Standards

In January 2017, the FASB issued Accounting Standards Update ("ASU") 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill impairment*. This standard simplifies the measurement of goodwill impairment by eliminating the requirement to perform a hypothetical purchase price allocation. Impairment will instead be measured as the difference between the carrying amount and fair value of the reporting unit. The adoption of this guidance will not not have a material impact on the Company's consolidated financial statements or related disclosures.

(Dollars in thousands, except number of units)

3. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	June 30, 2017	December 31, 2016
Rio Grande LNG site option	$ 203	$ 495
Short-term security deposits	364	349
Shoal Point lease	150	-
Note receivable	110	-
Other	265	252
	$ 1,092	$ 1,096

4. Investment Securities

The Company maintains cash reserves in two mutual funds managed by The Vanguard Group, Inc: (1) Ultra-Short-Term Bond Fund and (2) Short-Term Bond Index Fund. The target allocation between the investments is 75% and 25%, respectively. The former fund has an average maturity of approximately one year, and approximately half of the fund's holdings are AAA-rated (0.7% are rated non-investment grade). The latter fund has an average maturity of approximately three years, and 70% of the holdings are AAA-rated (0.0% are non-investment grade). Investment securities are classified as available for sale and consisted of the following:

	June 30, 2017		December 31, 2016	
	Fair value	Cost	Fair value	Cost
Ultra-Short-Term Bond Fund	$ 3,786	$ 3,794	$ 3,760	$ 3,767
Short-Term Bond Index Fund	1,251	1,267	1,237	1,257
Total investment	$ 5,037	$ 5,061	$ 4,997	$ 5,024

For the six months ended June 30, 2017, the Company reported an increase in the fair value of investments of $3, which is reported as a reduction in the comprehensive loss on securities available-for-sale as a component of members' equity.

(Dollars in thousands, except number of units)

5. Property, Plant and Equipment

Property, plant and equipment consisted of the following:

	June 30, 2017	December 31, 2016
Non-Project Assets		
Computers	$ 46	$ 42
Furniture, fixtures, and equipment	232	232
Leasehold improvements	264	264
Total non-project assets	542	538
Less: accumulated depreciation	(317)	(265)
Total non-project assets	225	273
Project Assets (not placed in service)		
Rio Grande	53,656	48,087
Rio Bravo	8,973	7,873
Total project assets	62,629	55,960
Total property, plant and equipment, net	$ 62,854	$ 56,233

Depreciation expense for the six months ended June 30, 2017 and 2016 was $52 and $47, respectively.

6. Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following:

	June 30, 2017	December 31, 2016
Employee compensation	$ 1,621	$ 2,365
Unbilled services (CB&I)	1,435	543
Unbilled services (legal)[a]	748	358
Unbilled services (other contractors)	675	450
Unreimbursed travel and other expense	174	51
	$ 4,653	$ 3,767

a. Includes $236 and $0 of legal fees at June 30, 2017, and December 31, 2016, respectively that will be paid on behalf of the Company's members upon closing of the Merger.

Certain employee contracts provide for cash bonuses upon a positive final investment decision in the Project ("FID"), subject to Board approval. At June 30, 2017, and December 31, 2016, non-current compensation liabilities related to engineering staff were $1,145, which was recognized as an addition to project assets. In addition, non-current compensation liabilities related to certain executive staff were $1,270 and $1,600 as of June 30, 2017, and December 31, 2016, respectively.

(Dollars in thousands, except number of units)

7. Members' Equity

On February 4, 2017, the Company entered into the following agreements with GE Oil & Gas, Inc. ("GE O&G"):

a. A Framework Agreement, which commits the Company to procure certain equipment from GE O&G for the first three trains at the Terminal. Additionally, the Framework Agreement grants GE O&G certain rights with respect to procurement of equipment for other aspects of the Project and other projects.

b. An Investment Agreement, which admits GE O&G as a Member in the Company. The Investment Agreement, as amended April 17, 2017, provides for aggregate investments in the Company of $25,000; with (i) $100 invested on February 6, 2017, (ii) $14,900 invested on April 7, 2017; and (iii) $10,000, which is callable by the Company subsequent to July 7, 2017, upon investment of at least an equal amount by other investors. As of June 30, 2017, there were $806 of equity issuance costs associated with GE O&G's investment.

Upon the admission of GE O&G as a Member, the Company's limited liability company agreement was amended. Prior to the amendment, with respect to distributions of excess cash and liquidation proceeds and allocations of profits for partnership tax purposes, the Class A Units were subordinated to the Class B Units. Any distributions were made first to the Class B Members until each Member received an aggregate amount equal to its capital contributions. Next, distributions were to be made to the Class A Members until the aggregate amount equaled a defined amount, representing the Members' paid-in capital.

An amendment of the Company's limited liability company agreement on February 6, 2017, eliminated Class B Members' preference, providing for (i) initially, pro rata allocations of excess cash, distributions upon liquidation, and allocation of profits for partnership tax purposes to the Class A and Class B Members in accordance with units held by each Member and, after aggregate distributions reach a certain amount, (ii) distribution of a percentage allocation to management incentive units and pro rata to the Class A and Class B Members.

At June 30, 2017, the Company's ownership capital was as follows:

	A Units		B Units	
	Units	Capital*	Units	Capital*
K Eisbrenner	132,797.0000	$ 919	–	$ –
York	562,658.0000	5,245	410,000.0000	39,675
Valinor	–	–	300,000.0000	29,031
Halcyon	–	–	140,000.0000	13,548
GE O&G	–	–	35,664.3461	14,194
Total	695,455.0000	$ 6,164	885,664.3461	$ 96,448

* Net of equity issuance costs

As of June 30, 2017, 100% of the authorized management incentive units had been allocated to management.

8. Related Party Transactions

For the six months ended June 30, 2017 and 2016, the Company had no related party transactions, except for the employment contracts with its Chief Executive Officer and Chief Administrative Officer.

9. Commitments and Contingencies

The Company executed surface lease agreements with the City of Texas City and the State of Texas for an approximate 1,000-acre site for a potential LNG liquefaction project (the "Shoal Point Leases"). The leases were effective January 1, 2017, and the Company prepaid the first year's lease payment. Each agreement is for 36 months, and the Company has the right to: (i) extend the leases by 12 months and (ii) terminate the agreements at no cost after the first 12 months. The Company recognized $150 in expenses related to the Shoal Point Leases in the six months ended June 30, 2017. The Company has no future lease obligations related to the Shoal Point Leases, if it exercises its right to terminate the lease agreements after the first 12-month term.

On March 8, 2017, the Company executed a lease agreement with the Brownsville Navigation District for a 10-acre tract subsumed within its site for the Terminal ("Brownsville 10-Acre Lease"). The lease agreement has an 8-month primary term with the option to renew the lease agreement for six additional six-month terms. The Company prepaid the amount for the Brownsville 10-Acre Lease's primary term, and recognized $19 in expense for the six months ended June 30, 2017. The Company has no future lease obligations related to the Brownsville 10-Acre Lease, if it does not exercise a renewal option.

On June 7, 2017, Rio Grande LNG, LLC (a wholly-owned subsidiary of the Company) executed a Memorandum of Understanding ("MOU") with the Brownsville Navigation District for the Bahia Grande Restoration Project. Rio Grande LNG, LLC's obligation to fund under the MOU is contingent upon a positive FID in the Project. The Bahia Grande Restoration Project is estimated to cost approximately $4,000, all of which will be included in the project costs which will be subject to non-recourse project financing at FID. The total exposure for Rio Grande LNG, LLC under the MOU is capped at $5,000.

Certain of the Company's employment and consultant contracts provide for minimum employment periods and severance provisions in the event of early termination. Such provisions result in potential aggregate payments of $1,899 and $2,831 as of June 30, 2017, and December 31, 2016, respectively.

From time to time the Company may be subject to various claims and legal proceedings, which arise in the normal course of business. Management is not aware of any legal matters that are likely to have a material adverse effect on the Company's financial position, results of operations or cash flows.

10. Subsequent Events

Merger with Harmony

On April 18, 2017, the Company, Harmony, Merger Sub, and certain members of the Company and affiliated entities, entered into the Merger Agreement. Pursuant to the Merger Agreement, entities affiliated with the Company were to merge with and into Merger Sub, with Merger Sub being the surviving entity and, immediately thereafter Merger Sub was to merge with and into the Company with the Company being the surviving entity and becoming a wholly owned subsidiary of Harmony (the “Merger”).

On July 20, 2017, an employee of the Company purchased approximately 198 Class B Units for $100.

On July 21, 2017, NexPoint Credit Strategies Fund purchased approximately 9,882 Class B Units for $5,000.

On July 24, 2017, the Merger was completed and, concurrent with the Merger, Harmony was renamed NextDecade Corporation (the “Parent”). Immediately following the Merger, the pre-Merger members of the Company held approximately 94% or 98,490,409 shares of the outstanding NextDecade Corporation common stock. The Merger will be accounted for as a reverse acquisition and recapitalization, with the Company presented as the acquirer for accounting purposes.

In connection with the completion of the Merger, approximately $26,767 was released from Harmony’s trust account to the Company to be used for development activities, and a note receivable from Harmony of $110 was repaid. In addition, certain employment contracts were modified resulting in an increase in potential aggregate payments in the event of early termination disclosed in note 9 from $1,899 to $3,327.

The Company has evaluated subsequent events through August 9, 2017, the date the condensed consolidated financial statements were available to be issued.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED COMBINED FINANCIAL STATEMENTS OF NEXTDECADE CORPORATION

Introduction

On April 17, 2017, Harmony Merger Corp. ("Harmony"), Harmony Merger Sub, LLC ("Merger Sub"), NextDecade, LLC ("NextDecade") and certain members of NextDecade and entities affiliated with such members entered into an Agreement and Plan of Merger ("Merger Agreement"). On July 24, 2017, the transactions contemplated by the Merger Agreement were consummated and Harmony was renamed NextDecade Corporation (the "Company").

Pursuant to the Merger Agreement, entities affiliated with certain of the members of NextDecade (the "Blocker Companies") merged with and into Harmony (each a "Blocker Merger" and together, the "Blocker Mergers"), with Harmony being the surviving entity of the Blocker Mergers and, immediately thereafter Merger Sub merged with and into NextDecade (the "Merger") with NextDecade being the surviving entity of the Merger and becoming a wholly-owned subsidiary of the Company. Immediately following the Merger, the pre-Merger members of NextDecade held approximately 94% of the outstanding common stock.

The Merger will be accounted for as a "reverse merger" and recapitalization based on: (i) NextDecade owners' preponderance of voting rights (approximately 94%) in the Company, (ii) the preponderance of representation of NextDecade board members on the Company's board (7 of 9 total board members), (iii) the replacement of Harmony's management team with NextDecade's management team, and (iv) NextDecade's preponderance in relative size as evaluated by investment and valuation. Accordingly, the assets and liabilities and the historical operations that will be reflected in the Company's financial statements after the Merger will be those of NextDecade and will be recorded at the historical cost basis of NextDecade. Harmony's assets, liabilities and results of operations will be consolidated with those of NextDecade upon the consummation of the Merger.

The unaudited pro forma condensed consolidated combined statements of operations for the six months ended June 30, 2017, and for the year ended December 31, 2016, combine the historical consolidated statements of operations of Harmony and the historical consolidated statements of operations of NextDecade, giving effect to the Merger as if it had been consummated on January 1, 2016, the beginning of the earliest period presented, and the unaudited pro forma condensed consolidated combined balance sheet as of June 30, 2017, combines the historical consolidated condensed balance sheet of Harmony and the historical condensed consolidated balance sheet of NextDecade, giving effect to the Merger as if it had been consummated on June 30, 2017.

The historical consolidated financial statements have been adjusted in the unaudited pro forma condensed consolidated combined financial statements to give pro forma effect to events that are: (1) directly attributable to the business combination; (2) factually supportable; and (3) with respect to the statement of operations, expected to have a continuing impact on the Company's results following the completion of the business combination.

The unaudited pro forma condensed consolidated combined financial statements have been developed from and should be read in conjunction with:

- the accompanying notes to the unaudited pro forma condensed consolidated combined financial statements;

- the historical audited financial statements of Harmony as of December 31, 2016, included in Harmony's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 10, 2017;

- the historical unaudited financial statements of Harmony as of and for the six months ended June 30, 2017, included in Harmony's Quarterly Report on Form 10-Q filed with the SEC on August 9, 2017;

- the historical consolidated audited financial statements of NextDecade as of and for the year ended December 31, 2016, included in the proxy statement (the "Proxy Statement") filed with the SEC on June 29, 2017;

- the historical condensed consolidated unaudited financial statements of NextDecade as of and for the six months ended June 30, 2017, included as exhibit 99.1 included in the Current Report on Form 8-K/A filed with the SEC on August 9, 2017; and

- other information relating to Harmony and NextDecade contained in the Proxy Statement.

Assumptions and estimates underlying the unaudited pro forma adjustments set forth in the unaudited pro forma condensed consolidated combined financial statements are described in the accompanying notes. The unaudited pro forma condensed consolidated combined financial statements have been presented for illustrative purposes only and are not necessarily indicative of the operating results and financial position that would have been achieved had the business combination and the other related transactions occurred on the dates indicated. Further, the unaudited pro forma condensed consolidated combined financial statements do not purport to project the future operating results or financial position of Harmony following the completion of the business combination and the other related transactions. The unaudited pro forma adjustments represent management's estimates based on information available as of the date of these unaudited pro forma condensed consolidated combined financial statements and are subject to change as additional information becomes available and analyses are performed.

Unaudited Pro Forma Condensed Consolidated Combined Statement of Operations
Year Ended December 31, 2016
(in thousands, except for shares and per share data)

	(a) Harmony	(b) NextDecade	Adjustments for Merger	Pro Forma Unaudited Combined
Operating expenses				
Selling, general and administrative	$ 540	$ 7,300	$ —	$ 7,840
General and administrative – related party	150	—	—	150
Land option expenses	—	596	—	596
Depreciation and amortization	—	100	—	100
Impairment loss on capital projects	—	506	—	506
Total operating expenses	690	8,502	—	9,192
Total operating loss	(690)	(8,502)	—	(9,192)
Other income (expense)				
Foreign exchange loss	—	(19)	—	(19)
Interest income (expense)	255	82	(194)(c)	143
Total other income (expense)	255	63	(194)	124
Net income (loss)	$ (435)	$ (8,439)	$ (194)	$ (9,068)
Basic Share Count	4,499,001			105,225,828
Fully Diluted Share Count	4,499,001			105,225,828
Basic Earnings (Loss) per Share	$ (0.10)			$ (0.09)
Fully Diluted Earnings (Loss) per Share	$ (0.10)			$ (0.09)

The accompanying notes are an integral part of these unaudited pro forma condensed consolidated combined financial statement.

Unaudited Pro Forma Condensed Consolidated Combined Statement of Operations
Six Months Ended June 30, 2017
(in thousands, except for shares and per share data)

	(a) Harmony	(b) NextDecade	Adjustments for Merger	Pro forma Unaudited, Combined
Operating expenses				
Selling, general and administrative	$ 548	$ 4,382	$ —	$ 4,930
General and administrative – related party	75	—	—	75
Land option expenses	—	483	—	483
Depreciation and amortization	—	52	—	52
Total operating expenses	623	4,917	—	5,540
Total operating loss	(623)	(4,917)	—	(5,540)
Other income (expense)				
Foreign exchange loss	—	(18)	—	(18)
Interest income (expense)	333	86	(116)(c)	303
Total other income (expense)	333	68	(116)	285
Net income (loss)	$ (290)	$ (4,849)	$ (116)	$ (5,255)
Basic Share Count	4,539,685			105,225,828
Fully Diluted Share Count	4,539,685			105,225,828
Basic Earnings (Loss) per Share	$ (0.06)			$ (0.05)
Fully Diluted Earnings (Loss) per Share	$ (0.06)			$ (0.05)

The accompanying notes are an integral part of these unaudited proforma condensed consolidated combined financial statements.

Unaudited Pro Forma Condensed Consolidated Combined Balance Sheet
As of June 30, 2017
(in thousands, except for shares and per share data)

	(a) Harmony	(b) NextDecade	Adjustments for Merger	Unaudited Combined
ASSETS				
Current assets				
Cash and equivalents	$ 51	$ 14,173	$ 30,743(c)	$ 44,967
Investments	—	5,037	—	5,037
Prepaid expenses and other current assets	42	4,260	(3,278)(d)	1,024
Investment held in Trust Account	113,939	—	(113,939)(e)	—
Total current assets	114,032	23,470	(86,474)	51,028
Noncurrent assets				
Property, plant and equipment, net	—	62,854	—	62,854
Other assets	—	349	—	349
Total assets	$ 114,032	$ 86,673	$ (86,474)	$ 114,231
LIABILITY AND EQUITY				
Current liabilities				
Accounts payable	$ 484	$ 2,169	$ (484)(f)	$ 2,169
Accrued liabilities and other current liabilities	—	4,638	—	4,638
Total current liabilities	484	6,807	(484)	6,807
Noncurrent liabilities				
Deferred underwriters fee	4,325	—	(4,325)(g)	—
Notes payable	1,541	—	(1,541)(c)	—
Compensation liabilities	—	2,415	—	2,415
Total liabilities	6,350	9,222	(6,350)	9,222
Common Stock, subject to possible conversion; 9,917,441 shares at conversion value (at redemption value approximately $10.354/share)	102,682	—	(102,682)(h)	—
MEMBERS' EQUITY/STOCKHOLDERS' EQUITY				
Owners' equity	—	102,611	(102,611)(i)	—
Preferred stock, $.0001 par value, 1,000,000 authorized, 0 outstanding	—	—	—	—
Common stock, $.0001 par value; Authorized 480,000,000 shares, 105,225,828 issued and outstanding	—	—	—(h)	—
			11(i)	11
Additional paid-in capital	5,990	—	21,568(h)	27,558
			102,600(i)	102,600
Accumulated deficit	(990)	(25,136)	990(h)	(25,136)
Accumulated other comprehensive loss	—	(24)	—	(24)
Total Equity	5,000	77,451	22,558	105,009
Total Liabilities and Equity	$ 114,032	$ 86,673	$ (86,474)	$ 114,231

The accompanying notes are an integral part of these unaudited pro forma condensed consolidated combined financial statements.

1. Basis of Pro Forma Presentation

Overview

The unaudited pro forma condensed consolidated combined financial statements have been prepared assuming a reverse merger with a recapitalization. The pro forma adjustments for the unaudited pro forma condensed consolidated combined financial statements have been prepared as if the Merger had taken place on June 30, 2017, in the case of the unaudited pro forma condensed consolidated combined balance sheet and on January 1, 2016, in the case of the unaudited pro forma condensed consolidated combined statements of operations.

The unaudited pro forma condensed consolidated combined financial statements should be read in conjunction with (i) Harmony's historical financial statements and related notes for the year ended December 31, 2016, as included in Harmony's Annual Report on Form 10-K filed with the SEC on March 10, 2017, (ii) Harmony's historical financial statements and related notes for the six months ended June 30, 2017, as included in Harmony's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2017, (iii) NextDecade's historical consolidated financial statements and related notes for the year ended December 31, 2016, as included in the Proxy Statement, and (iv) NextDecade's historical consolidated financial statements and related notes for the six months ended June 30, 2017, as included as exhibit 99.1 of the Current Report on Form 8-K/A filed with the SEC on August 9, 2017.

The unaudited pro forma condensed consolidated combined financial statements do not reflect possible adjustments related to restructuring or integration activities that have yet to be determined or transaction or other costs following the business combination that are not expected to have a continuing impact. Further, one-time transaction-related expenses anticipated to be incurred prior to, or concurrent with, closing the business combination and the other related Transactions are not included in the unaudited pro forma condensed consolidated combined statements of operations. However, the impact of such transaction expenses is reflected in the unaudited pro forma condensed consolidated combined balance sheet as a decrease to retained earnings and a decrease to cash.

Merger consideration

The merger consideration was valued at approximately $1 billion based on 98,490,409 shares transferred at $10.26 per share.

2. Pro Forma Adjustments and Assumptions
(in thousands, except for shares)

The historical consolidated financial statements have been adjusted in the unaudited pro forma condensed consolidated combined financial statements to give pro forma effect to events that are: (1) directly attributable to the business combination; (2) factually supportable; and (3) with respect to the statement of operations, expected to have a continuing impact on the Company's results following the completion of the Merger.

Pro Forma Adjustments to the Statement of Operations:

a. Represents the Harmony historical statement of operations for the six months ended June 30, 2017 and for the year ended December 31, 2016.
b. Represents the NextDecade historical statement of operations for the six months ended June 30, 2017 and for the year ended December 31, 2016.
c. Represents the adjustment to interest income as a result of the conversion of shares in Harmony's Trust Account on the Merger date.

Pro Forma Adjustments to the Balance Sheet:

a. Represents the Harmony unaudited historical balance sheet as of June 30, 2017.
b. Represents the NextDecade unaudited historical balance sheet as of June 30, 2017.
c. Represents the net adjustment to cash associated with the Merger.

Pro forma net adjustment to cash associated with merger adjustments (in thousands):

	Adjustments for Merger	
Harmony cash previously held in Trust Account	$ 113,986	(1)
Conversions	(81,352)	(2)
Cash investment from Carve-out investors	5,100	(3)
Payment of transaction costs	(6,991)	(4)
Net adjustments to cash associated with merger	$ 30,743	

(1) Represents the adjustment related to the reclassification of the cash equivalents held in the Trust Account at July 24, 2017 in the form of investments to cash and cash equivalents to reflect the fact that these investments are available for use by the Company, assuming no conversions.

(2) Represents conversions of 7,853,996 shares of common stock to cash at the special meeting of Harmony shareholders.

(3) Represents cash received from carve-out investors.

(4) Reflects the impact of estimated transaction costs composed of (i) $3,798 of deferred underwriting compensation attributable to Harmony's initial public offering, (ii) $1,233 of NextDecade placement fees, (iii) $1,197 of notes payable repayment, and (iv) $763 of other transaction expenses including legal, accounting, insurance, proxy solicitation, transfer, mailing, and printing fees. The unaudited pro forma condensed consolidated combined balance sheet reflects these costs as a reduction of cash with a corresponding decrease in paid in capital.

d. Represents the reduction of prepaid expenses and other current assets of NextDecade for note receivable of $110 (included in transaction costs) and the reclassification of $3,168 of deferred equity issuance costs related to the Merger.

e. Represents the adjustment related to the reclassification of the cash equivalents held in the Trust Account in the form of investments to cash and cash equivalents to reflect the fact that these investments are available for use by the Company.

f. Represents the payment of Harmony accounts payable with funds in escrow.

g. Represents the payment of deferred underwriting costs of $3,798 and the waiver of $527.

h. Represents an adjustment to reflect at the time of issuance, certain of Harmony's common stock was subject to possible conversion and, as such, an amount of $102,682 was classified as redeemable equity in Harmony's historical balance sheet as of June 30, 2017. A portion of the capital associated with stock conversion is reclassified as common stock par value and paid-in capital.

i. Represents the recapitalization of NextDecade's historical owners' equity.