

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Bardin Hill Investment Partners LP</u>  (Last) (First) (Middle) <u>299 PARK AVE., 24TH FLOOR</u>  (Street) <u>NEW YORK NY 10171</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [ NEXT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director by Deputation</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	11/13/2024		P		100,000 <sup>(4)</sup>	A	<sup>(5)</sup>	8,683,861	I	See notes <sup>(1)(2)(3)</sup>
Common Stock, \$ 0.0001 par value	11/14/2024		P		134,012 <sup>(4)</sup>	A	<sup>(6)</sup>	8,817,873	I	See notes <sup>(1)(2)(3)</sup>
Common Stock, \$ 0.0001 par value	11/15/2024		P		100,000 <sup>(4)</sup>	A	<sup>(7)</sup>	8,917,873 <sup>(8)</sup>	I	See notes <sup>(1)(2)(3)</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  
 (Last) (First) (Middle)  
299 PARK AVE., 24TH FLOOR  
 (Street)  
NEW YORK NY 10171  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bardin Hill Event-Driven Master Fund LP  
 (Last) (First) (Middle)  
C/O BARDIN HILL INVESTMENT PARTNERS LP  
299 PARK AVE., 24TH FLOOR  
 (Street)  
NEW YORK NY 10171

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Bardin Hill Fund GP LLC</a>		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP		
299 PARK AVE., 24TH FLOOR		
(Street)		
NEW YORK	NY	10171
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Kripalani Avinash</a>		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP		
299 PARK AVE., 24TH FLOOR		
(Street)		
NEW YORK	NY	10171
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Greene John Winand JR</a>		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP		
299 PARK AVE., 24TH FLOOR		
(Street)		
NEW YORK	NY	10171
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Dillow Jason</a>		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP		
299 PARK AVE., 24TH FLOOR		
(Street)		
NEW YORK	NY	10171
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Desai Pratik</a>		
(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS, LP		
299 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10171
(City)	(State)	(Zip)

- Explanation of Responses:**
- 1. See Exhibit 99.1 for text of footnote (1).
  - 2. See Exhibit 99.1 for text of footnote (2).
  - 3. See Exhibit 99.1 for text of footnote (3).
  - 4. See Exhibit 99.1 for text of footnote (4).
  - 5. See Exhibit 99.1 for text of footnote (5).
  - 6. See Exhibit 99.1 for text of footnote (6).
  - 7. See Exhibit 99.1 for text of footnote (7).
  - 8. See Exhibit 99.1 for text of footnote (8).

**Remarks:**

[See Exhibit 99.2 for  
Signatures](#)

[11/15/2024](#)

\*\* 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): November 13, 2024

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: 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) Bardin Hill GP is the general partner of Master Fund. Bardin Hill is the investment manager of 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) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its, his or her pecuniary interest.

(4) Represents shares of Common Stock purchased by Master Fund.

(5) The shares of Common Stock were purchased in multiple transactions at prices ranging from \$6.985 to \$7.247. The Reporting Persons undertake to provide to the Issuer, any securityholder or the Securities and Exchange Commission upon request, full information regarding the number shares purchased at each separate price within the range.

(6) The shares of Common Stock were purchased in multiple transactions at prices ranging from \$7.03 to \$7.36. The Reporting Persons undertake to provide to the Issuer, any securityholder or the Securities and Exchange Commission upon request, full information regarding the number shares purchased at each separate price within the range.

(7) The shares of Common Stock were purchased in multiple transactions at prices ranging from \$7.10 to \$7.45. The Reporting Persons undertake to provide to the Issuer, any securityholder or the Securities and Exchange Commission upon request, full information regarding the number shares purchased at each separate price within the range.

(8) Represents shares held following the reported transactions as follows: 1,538,882 by First Series of HDML Fund I LLC; 6,199,922 by HCN LP; and 1,179,069 by Master Fund.

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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: Other – Director by Deputization  
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]  
Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): November 13, 2024  
Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Bardin Hill Investment Partners LP

/s/ Jacob Fishelis

Name: Jacob Fishelis  
Title: Chief Financial Officer

/s/ John Freese

Name: John Freese  
Title: General Counsel

11/15/2024

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: Other – Director by deputization

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 13, 2024

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Bardin Hill Event-Driven Master Fund LP  
By: Bardin Hill Investment Partners LP, its Manager

/s/ Jacob Fishelis

Name: Jacob Fishelis  
Title: Chief Financial Officer

/s/ John Freese

Name: John Freese  
Title: General Counsel

11/15/2024  
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: Other – Director by Deputization

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 13, 2024

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

Bardin Hill Fund GP LLC

/s/ Jacob Fishelis

Name: Jacob Fishelis  
Title: Chief Financial Officer

/s/ John Freese

Name: John Freese  
Title: General Counsel

11/15/2024  
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: Other – Director by Deputization

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): November 13, 2024

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Avinash Kripalani

Name: Avinash Kripalani

11/15/2024

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: Other – Director by Deputization

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): November 13, 2024

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ John Greene

Name: John Greene  
Title: Portfolio Manager

11/15/2024  
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: Other – Director by Deputization

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 13, 2024

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Jason Dillow

Name: Jason Dillow  
Title: Chief Investment Officer

11/15/2024  
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: Other – Director by Deputization

Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): November 13, 2024

Designated Filer: Bardin Hill Investment Partners LP

**Signature:**

/s/ Pratik Desai

Name: Pratik Desai  
Title: Portfolio Manager

11/15/2024  
Date