

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>York Capital Management Global Advisors, LLC</u>  (Last) (First) (Middle) 767 FIFTH AVENUE 17TH FLOOR  (Street) NEW YORK NY 10153  (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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2018	
	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	05/12/2018		A		24,144 <sup>(2)</sup>	A	(2)	68,989,411 <sup>(3)</sup>	I	See footnotes <sup>(1)(4)(5)</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)		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)					

1. Name and Address of Reporting Person\*  
York Capital Management Global Advisors, LLC  
 (Last) (First) (Middle)  
 767 FIFTH AVENUE  
 17TH FLOOR  
 (Street)  
 NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
YORK CAPITAL MANAGEMENT L P  
 (Last) (First) (Middle)  
 C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
 767 FIFTH AVENUE, 17TH FLOOR  
 (Street)  
 NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Dinan Management L.L.C.

(Last) (First) (Middle)  
C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)  
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[York Multi-Strategy Master Fund, L.P.](#)

(Last) (First) (Middle)  
C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)  
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[YORK CREDIT OPPORTUNITIES FUND LP](#)

(Last) (First) (Middle)  
C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)  
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[York Credit Opportunities Investment Master Fund, L.P.](#)

(Last) (First) (Middle)  
C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)  
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[York Credit Opportunities Domestic Holdings, LLC](#)

(Last) (First) (Middle)  
C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)  
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[York European Distressed Credit Fund II, L.P.](#)

(Last) (First) (Middle)  
C/O YORK CAPITAL MGMT GLOBAL ADVISORS  
767 FIFTH AVENUE, 17TH FLOOR

(Street)  
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[York European Distressed Credit Holdings II, LLC](#)

(Last) (First) (Middle)  
[C/O YORK CAPITAL MGMT GLOBAL ADVISORS](#)  
[767 FIFTH AVENUE, 17TH FLOOR](#)

(Street)  
[NEW YORK](#) [NY](#) [10153](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bonanno Matthew W](#)

(Last) (First) (Middle)  
[C/O YORK CAPITAL MGMT GLOBAL ADVISORS](#)  
[767 FIFTH AVENUE, 17TH FLOOR](#)

(Street)  
[NEW YORK](#) [NY](#) [10153](#)

(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).

**Remarks:**

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the first of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than ten Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of ten Reporting Persons. Each Form 4 will be filed by Designated Filer York Capital Management Global Advisors LLC.

[York Capital Management](#)  
[Global Advisors LLC, By:/s/](#)  
[Richard Swanson, Name:](#) [05/15/2018](#)  
[Richard Swanson, Title:](#)  
[General Counsel](#)

\*\* 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.

Name and Address of Reporting Person: York Capital Management Global Advisors LLC  
767 Fifth Avenue  
New York, NY 10153

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

Date of Earliest Transaction to be Reported  
(Month/Day/Year): May 12, 2018

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: York Capital Management Global Advisors LLC (“YGA”); York Capital Management, L.P. (“York Capital”); York Credit Opportunities Fund, L.P. (“York Credit Opportunities”); York Credit Opportunities Investments Master Fund, L.P. (York Credit Opportunities Master”); York European Distressed Credit Fund II, L.P. (“York European Fund”); York Multi-Strategy Master Fund, L.P. (“York Multi-Strategy”); Dinan Management, L.L.C. (“Dinan Management”); York Credit Opportunities Domestic Holdings, LLC (“York Credit Opportunities Domestic”); York European Distressed Credit Holdings II, LLC (“York European Holdings”); Matthew Bonnano; David Magid; and William Vratos.

(2) Represents 4,488 shares payable to York Capital, 5,708 shares payable to York Credit Opportunities, 6,133 shares payable to York Credit Opportunities Master, 1,225 shares payable to York European Fund, and 6,590 shares payable to York Multi-Strategy, in each case, by the Issuer as the backstop fee pursuant to that certain Backstop Agreement, dated April 11, 2018, by and between York Capital and the Issuer entered into in connection with a private offering by the Issuer of convertible preferred equity and warrants.

(3) Represents 11,029,006 shares directly held by York Capital (including 1,807,584 shares issuable pursuant to that certain Agreement and Plan of Merger, dated April 17, 2017, by and among Harmony Merger Corporation, Harmony Merger Sub, LLC, NextDecade, LLC and certain members of NextDecade, LLC and entities affiliated with such members (the “Merger Agreement”) upon the satisfaction of certain milestones), 14,030,640 shares directly held by York Credit Opportunities (including 2,303,585 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 9,718,880 shares held directly held by York Select Strategy Master Fund, L.P. (including 1,557,458 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 15,043,304 shares directly held by York Credit Opportunities Master (including 2,441,678 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 3,005,159 shares directly held by York European (including 487,774 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 16,162,422 shares directly held by York Multi-Strategy (including 2,623,329 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones).

(4) YGA is the sole managing member of: Dinan Management, which in turn is the general partner of each of York Capital, York Credit Opportunities Master and York Multi-Strategy; Select Domestic Holdings, LLC, which in turn is the general partner of York Select Strategy Master Fund L.P.; York European Holdings, which in turn is the general partner of York European Fund; and York Credit Opportunities Domestic, which in turn is the general partner of York Credit Opportunities. Mr. Bonnano is a Partner and Co-Head of North American Credit at York Capital and director of the Issuer. Mr. Magid is a Research Analyst at York Capital and a director of the Issuer. Mr. Vratos is a Partner and Co-Chief Investment Officer at York Capital and director of the Issuer.

(5) Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of its or his pecuniary interest.

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Joint Filer Information

Name of Joint Filer: York Capital Management, L.P.  
Address of Joint Filer: 767 Fifth Avenue, 17th Floor  
New York, NY 10153  
Relationship of Joint Filer to Issuer: Director, 10% Owner  
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]  
Date of Earliest Transaction Required  
to be Reported (Month/Day/Year): May 12, 2018  
Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York Capital Management, L.P.  
By: Dinan Management, L.L.C., its general partner

/s/ Richard Swanson

Name: Richard Swanson  
Title: General Counsel

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: Dinan Management, L.L.C.

Address of Joint Filer: c/o York Capital Management L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

Dinan Management, L.L.C.

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: York Multi-Strategy Master Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York Multi-Strategy Master Fund, L.P.  
By: Dinan Management, its general partner

/s/ Richard Swanson

Name: Richard Swanson  
Title: General Counsel

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: York Credit Opportunities Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York Credit Opportunities Fund, L.P.  
By: York Credit Opportunities Domestic Holdings, LLC, its general partner

/s/ Richard Swanson

Name: Richard Swanson  
Title: General Counsel

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: York Credit Opportunities Investments Master Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York Credit Opportunities Investments Master Fund, L.P.  
By: York Credit Opportunities Domestic Holdings, LLC, its general partner

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 15, 2018

Date

---

Joint Filer Information

Name of Joint Filer: York Credit Opportunities Domestic Holdings, LLC

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York Credit Opportunities Domestic Holdings, LLC

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 15, 2018

Date

---

Joint Filer Information

Name of Joint Filer: York European Distressed Credit Fund II, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York European Distressed Credit Fund II, L.P.  
By: Dinan Management, L.L.C., its general partner

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: York European Distressed Credit Holdings II, LLC

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

York European Distressed Credit Holdings II, LLC

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: Matthew Bonanno

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

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): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

/s/ Matthew Bonanno

Name: Matthew Bonanno

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: David Magid

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

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): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

/s/ David Magid

Name: David Magid

May 15, 2018

Date

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Joint Filer Information

Name of Joint Filer: William Vratton

Address of Joint Filer: c/o York Capital Management, L.P.  
767 Fifth Avenue, 17th Floor  
New York, NY 10153

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): May 12, 2018

Designated Filer: York Capital Management Global Advisors, LLC

**Signature:**

/s/ William Vratton

Name: William Vratton

May 15, 2018

Date

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