

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

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

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>York Capital Management Global Advisors, LLC</u> (Last) (First) (Middle) 1330 AVENUE OF THE AMERICAS, 20TH FLOOR (Street) NEW YORK NY 10019 (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) 07/12/2023 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| 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, \$0.0001 par value | 07/12/2023 | | M ⁽⁴⁾ | | 11,674,227 ⁽⁴⁾ ₍₅₎ | A | ⁽⁶⁾ | 66,136,171 ⁽⁷⁾ | I | See notes ⁽¹⁾⁽²⁾ ₍₃₎ |

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 | | | | | | Title |
| Series A Convertible Preferred Stock | ⁽⁵⁾ | 07/12/2023 | | M ⁽⁴⁾ | | | 18,234 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock, \$ 0.0001 par value | 3,646,907 | ⁽⁶⁾ | 0 | I | See notes ⁽¹⁾⁽²⁾ ₍₃₎ |
| Series B Convertible Preferred Stock | ⁽⁵⁾ | 07/12/2023 | | M ⁽⁴⁾ | | | 8,339 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock, \$ 0.0001 par value | 1,651,422 | ⁽⁶⁾ | 0 | I | See notes ⁽¹⁾⁽²⁾ ₍₃₎ |
| Series C Convertible Preferred Stock | ⁽⁵⁾ | 07/12/2023 | | M ⁽⁴⁾ | | | 16,114 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock, \$ 0.0001 par value | 6,375,898 | ⁽⁶⁾ | 0 | I | See notes ⁽¹⁾⁽²⁾ ₍₃₎ |

1. Name and Address of Reporting Person*
York Capital Management Global Advisors, LLC
 (Last) (First) (Middle)
 1330 AVENUE OF THE AMERICAS, 20TH FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
YORK CAPITAL MANAGEMENT L P
 (Last) (First) (Middle)
 1330 AVENUE OF THE AMERICAS, 20TH FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

YORK CREDIT OPPORTUNITIES FUND LP

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(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 MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(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 MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

York Multi-Strategy Master Fund, L.P.

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

York Tactical Energy Fund, L.P.

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

York Tactical Energy Fund PIV-AN L.P.

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Wrattos William C

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)

NEW YORK NY 10019

(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).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information and Signatures) are incorporated herein by reference. York Capital Management Global Advisors LLC is the Designated Filer.

[See Exhibit 99.2 for Signatures](#) [07/14/2023](#)

** 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: York Capital Management Global Advisors LLC
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): July 12, 2023

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”); FDAF Dislocated Asset Fund II L.P. (formerly known as York European Fund) (“FDAF Dislocated Asset Fund II L.P.”); York Multi-Strategy Master Fund, L.P. (“York Multi-Strategy”); York Tactical Energy Fund, L.P. (“York Tactical”); York Tactical Energy Fund PIV-AN, L.P. (“York Tactical PIV-AN”); and William Vratto.

(2) YGA, the sole managing member of the general partner of each of York Capital, York Credit Opportunities, York Credit Opportunities Master, FDAF Dislocated Asset Fund II L.P., York Multi-Strategy, York Tactical, and York Tactical PIV-AN (collectively, the “York Funds”), exercises investment discretion over such investment funds and accordingly may be deemed to have beneficial ownership over the shares beneficially owned directly by the York Funds. Mr. Vratto is a Managing Partner and Chief Investment Officer at YGA, and a director of the Issuer.

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

(4) As reported by the Issuer in its Form 8-K filed on July 12, 2023, shares of Series A, Series B and Series C Convertible Preferred Stock held by the Reporting Persons as follows will automatically convert into shares of the Issuer’s common stock, \$0.0001 par value per share (“Common Stock”) ten business days following the qualifying FID Event that occurred on July 12, 2023 (as defined in the Certificate of Designations for the Issuer’s Series A, Series B and Series C Convertible Preferred Stock) in accordance with the terms of the applicable Certificates of Designations (the “Mandatory Conversion”): 3,389 Series A Preferred and 1,154 Series C Preferred by York Capital; 4,308 Series A Preferred and 1,879 Series C Preferred by York Credit Opportunities; 4,632 Series A Preferred and 2,148 Series C Preferred by York Credit Opportunities Master; 928 Series A Preferred and 2,686 Series C Preferred by FDAF Dislocated Asset Fund II L.P.; 4,977 Series A Preferred and 1,524 Series C Preferred by York Multi-Strategy; 2,777 Series B Preferred and 2,238 Series C Preferred by York Tactical; and 5,562 Series B Preferred and 4,485 Series C Preferred by York Tactical PIV-AN.

(5) The conversion price per share is \$5.0021, \$5.0494 and \$2.4656 for the Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock, respectively, as adjusted pursuant to the applicable Certificate of Designations. Upon the Mandatory Conversion, the Series A, Series B and Series C Convertible Preferred Stock will, in the aggregate, convert into 3,646,907, 1,651,422, and 6,375,898 shares of Common Stock, respectively.

(6) Not applicable.

(7) Represents Common Stock directly held following the Mandatory Conversion as follows: 6,850,529 by York Capital; 8,161,422 by York Select Strategy; 13,374,732 by York Credit Opportunities; 14,424,519 by York Credit Opportunities Master; 3,796,056 by York European Fund; 15,030,764 by York Multi-Strategy; 1,497,964 by York Tactical; and 3,000,185 by York Tactical PIV-AN.

Joint Filer Information

Name of Joint Filer: York Capital Management Global Advisors, LLC

Address of Joint Filer: 1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Capital Management Global Advisors, LLC

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: York Capital Management, L.P.

Address of Joint Filer: 1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

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

/s/ Brian Traficante

Name: Brian Traficante
Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

Joint Filer Information

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

Address of Joint Filer: c/o York Capital Management, L.P.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

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/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

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.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

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/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

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.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York European Distressed Credit Fund II, L.P.
By: York European Distressed Credit Holdings II, LLC, its general partner

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

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.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

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

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: York Tactical Energy Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Tactical Energy Fund, L.P.
By: York Tactical Energy Holdings, LLC, its general partner

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: York Tactical Energy Fund PIV-AN, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Tactical Energy Fund PIV-AN, L.P.
By: York Tactical Energy Holdings, LLC, its general partner

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: William Vratton

Address of Joint Filer: c/o York Capital Management, L.P.
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July12, 2023

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

/s/ William Vratton

Name: William Vratton

July 14, 2023

Date
