

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

1. Name and Address of Reporting Person* <u>VALINOR MANAGEMENT, L.P.</u> (Last) (First) (Middle) 405 LEXINGTON AVENUE 34TH FLOOR (Street) NEW YORK NY 10174 (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 <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)	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
	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		C		2,896,781 ⁽⁵⁾ ₍₆₎	A	(8)	18,066,012 ⁽⁹⁾	I	See notes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, \$ 0.0001 par value								307,403 ⁽⁴⁾	D ⁽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					
Series A Convertible Preferred Stock	(7)	07/12/2023		C ⁽⁵⁾		1,615	(5)	(5)	Common Stock, \$0.0001 par value	323,138 ⁽⁵⁾	(8)	0	I	See notes ⁽¹⁾⁽²⁾⁽³⁾
Series B Convertible Preferred Stock	(7)	07/12/2023		C ⁽⁵⁾		2,161	(5)	(5)	Common Stock, \$0.0001 par value	427,983 ⁽⁵⁾	(8)	0	I	See notes ⁽¹⁾⁽²⁾⁽³⁾
Series A Convertible Preferred Stock	(7)	07/12/2023		C ⁽⁶⁾		4,614	(6)	(6)	Common Stock, \$0.0001 par value	922,821 ⁽⁶⁾	(8)	0	I	See notes ⁽¹⁾⁽²⁾⁽³⁾
Series B Convertible Preferred Stock	(7)	07/12/2023		C ⁽⁶⁾		6,175	(6)	(6)	Common Stock, \$0.0001 par value	1,222,839 ⁽⁶⁾	(8)	0	I	See notes ⁽¹⁾⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*
VALINOR MANAGEMENT, L.P.
 (Last) (First) (Middle)
 405 LEXINGTON AVENUE
 34TH FLOOR
 (Street)
 NEW YORK NY 10174
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Gallo David
 (Last) (First) (Middle)
 C/O VALINOR MANAGEMENT L.P.
 405 LEXINGTON AVENUE, 34TH FLOOR

(Street)	NEW YORK	NY	10174
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
Valinor Associates, LLC			
(Last)	(First)	(Middle)	
C/O VALINOR MANAGEMENT L.P.			
405 LEXINGTON AVENUE, 34TH FLOOR			
(Street)	NEW YORK	NY	10174
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
VALINOR CAPITAL PARTNERS, L.P.			
(Last)	(First)	(Middle)	
C/O VALINOR MANAGEMENT L.P.			
405 LEXINGTON AVENUE, 34TH FLOOR			
(Street)	NEW YORK	NY	10174
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
VALINOR CAPITAL PARTNERS OFFSHORE MASTER FUND, L.P.			
(Last)	(First)	(Middle)	
C/O VALINOR MANAGEMENT L.P.			
405 LEXINGTON AVENUE, 34TH FLOOR			
(Street)	NEW YORK	NY	10174
(City)	(State)	(Zip)	

Explanation of Responses:

- This statement is being filed by the following Reporting Persons: Valinor Management, L.P. ("Valinor Management"), Valinor Capital Partners, L.P. ("Valinor Capital"), Valinor Capital Partners Offshore Master Fund, L.P. ("Valinor Capital Offshore"), Valinor Associates, LLC ("Associates"), and David Gallo.
- Valinor Management serves as investment manager to Valinor Capital and Valinor Capital Offshore. David Gallo is the Founder, Managing Partner and Portfolio Manager of Valinor Management and is the managing member of Associates, which serves as general partner to Valinor Capital and Valinor Capital Offshore. Each of Valinor Management, Associates and David Gallo may be deemed to beneficially own the securities held by Valinor Capital and Valinor Capital Offshore and disclaims beneficial ownership of the reported equity securities, except to the extent of its or his pecuniary interest.
- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except as otherwise disclosed herein and except to the extent of its or his pecuniary interest.
- Represents shares directly held by David Gallo.
- As reported by the Issuer in its Form 8-K filed on July 12, 2023 (the "FID 8-K"), 1,615 shares of Series A and 2,161 shares of Series B Convertible Preferred Stock held by Valinor Capital will automatically convert into 323,138 and 427,983 shares of the Issuer's common stock, \$0.0001 par value per share ("Common Stock"), respectively, 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 and Series B Convertible Preferred Stock) in accordance with the terms of the applicable Certificates of Designations (the "Mandatory Conversion").
- As reported in the FID 8-K, 4,614 shares of Series A and 6,175 shares of Series B Convertible Preferred Stock held by Valinor Capital Offshore will automatically convert into 922,821 and 1,222,839 shares of Common Stock, respectively, in the Mandatory Conversion.
- The conversion price per share is \$5.0021 and \$5.0494 for the Series A Preferred Stock and Series B Preferred Stock, respectively, as adjusted pursuant to the applicable Certificate of Designations.
- Not applicable.
- Represents aggregate shares of Common Stock directly held following the Mandatory Conversion as follows: 4,616,596 by Valinor Capital; 13,142,013 by Valinor Capital Offshore; and 307,403 by David Gallo.

Remarks:

Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference. This Form 4 is filed by Designated Filer Valinor Management LP.

[See Exhibit 99.1 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.

Joint Filer Information

Name of Joint Filer: David Gallo

Address of Joint Filer: c/o Valinor Management L.P.
405 Lexington Avenue, 34th Floor
New York, NY 10174

Relationship of Joint Filer to Issuer: 10% Owner

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

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

Designated Filer: Valinor Management L.P.

Signature:

/s/ David Gallo

Name: David Gallo

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: Valinor Associates, LLC

Address of Joint Filer: c/o Valinor Management L.P.
405 Lexington Avenue, 34th Floor
New York, NY 10174

Relationship of Joint Filer to Issuer: 10% Owner

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

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

Designated Filer: Valinor Management L.P.

Signature:

Valinor Associates, LLC

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: Valinor Management, L.P.
Address of Joint Filer: c/o Valinor Management L.P.
405 Lexington Avenue, 34th Floor
New York, NY 10174
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction to be Reported: July 12, 2023
Designated Filer: Valinor Management L.P.

Signature:

Valinor Management, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners, L.P.
Address of Joint Filer: c/o Valinor Management L.P.
405 Lexington Avenue, 34th Floor
New York, NY 10174
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction to be Reported
(Month/Day/Year): July 12, 2023
Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

July 14, 2023

Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners Offshore Master Fund, L.P.

Address of Joint Filer: c/o Valinor Management L.P.
405 Lexington Avenue, 34th Floor
New York, NY 10174

Relationship of Joint Filer to Issuer: 10% Owner

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

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

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners Offshore Master Fund, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

July 14, 2023

Date