

OMB APPROVAL

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>VALINOR MANAGEMENT, L.P.</u> (Last) (First) (Middle) <u>405 LEXINGTON AVENUE, 34TH FLOOR</u> (Street) <u>NEW YORK NY 10174</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [NEXT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	05/24/2022		X		32,893 ⁽¹⁾	A	(1)	3,865,523	I	See note ⁽⁶⁾
Common Stock, \$ 0.0001 par value	05/24/2022		S		48 ⁽¹⁾	D	(1)	3,865,475 ⁽²⁾	I	See note ⁽⁶⁾
Common Stock, \$ 0.0001 par value	05/24/2022		X		91,754 ⁽³⁾	A	(3)	10,996,487	I	See note ⁽⁶⁾
Common Stock, \$ 0.0001 par value	05/24/2022		S		134	D	(3)	10,996,353 ⁽⁴⁾	I	See note ⁽⁶⁾
Common Stock, \$ 0.0001 par value								307,403 ⁽⁵⁾	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Warrants	\$0.01	05/24/2022		X		32,893 ⁽¹⁾	05/24/2022	05/24/2022	Common Stock, \$0.0001 par value	32,893	(1)	0	I	See note ⁽⁶⁾
Series B Warrants	\$0.01	05/24/2022		X		91,754 ⁽²⁾	05/24/2022	05/24/2022	Common Stock, \$0.0001 par value	91,754	(2)	0	I	See note ⁽⁶⁾

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

1. Name and Address of Reporting Person* <u>Gallo David</u> (Last) (First) (Middle) <u>C/O VALINOR MANAGEMENT, L.P.</u> <u>405 LEXINGTON AVENUE, 34TH FLOOR</u> (Street) <u>NEW YORK NY 10174</u>

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Valinor Associates, LLC</u>		
(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*		
<u>VALINOR CAPITAL PARTNERS, L.P.</u>		
(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*		
<u>VALINOR CAPITAL PARTNERS OFFSHORE MASTER FUND, L.P.</u>		
(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:

1. Pursuant to that certain Series B Warrant Agreement, dated as of May 24, 2019 (the "Series B Warrant Agreement"), Valinor Capital Partners, L.P. ("Valinor Capital") exercised a warrant to purchase 32,893 shares of the Issuer's common stock for \$0.01 per share and paid the exercise price on a cashless basis, resulting in the Issuer withholding 48 shares from, and issuing 32,845 shares to, Valinor Capital.

2. Represents shares directly held by Valinor Capital following the Series B Warrant exercise.

3. Pursuant to the Series B Warrant Agreement, Valinor Capital Partners Offshore Master Fund, L.P. ("Valinor Capital Offshore") exercised a warrant to purchase 91,754 shares of the Issuer's common stock for \$0.01 per share and paid the exercise price on a cashless basis, resulting in the Issuer withholding 134 shares from, and issuing 91,620 shares to, Valinor Capital Offshore.

4. Represents shares directly held by Valinor Capital Offshore following the Series B Warrant exercise.

5. Represents shares directly held by David Gallo.

6. Valinor Management, L.P. ("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 Valinor Associates, LLC ("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.

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 05/26/2022

** 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): May 24, 2022

Designated Filer: Valinor Management L.P.

Signature:

/s/ David Gallo

Name: David Gallo

May 26, 2022

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): May 24, 2022

Designated Filer: Valinor Management L.P.

Signature:

Valinor Associates, LLC

/s/ David Gallo

Name: David Gallo
Title: Managing Partner

May 26, 2022
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: May 24, 2022

Designated Filer: Valinor Management L.P.

Signature:

Valinor Management, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

May 26, 2022

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): May 24, 2022

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

May 26, 2022

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): May 24, 2022

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners Offshore Master Fund, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

May 26, 2022

Date