

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>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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2024</u>	
	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	03/22/2024		M		91,227	A	(4)	8,584,026	I	See notes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, \$ 0.0001 par value	03/22/2024		F		165	D	(4)	8,583,861 ⁽⁵⁾	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					
Series C Warrants	\$0.01	03/22/2024		M		91,227 ⁽⁴⁾		03/22/2024	03/22/2024	Common Stock, \$ 0.0001 par value	(4)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾

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*
HCN 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*
HCN GP LLC

 (Last) (First) (Middle)
C/O BARDIN HILL INVESTMENT PARTNERS LP
299 PARK AVE., 24TH FLOOR

 (Street)
NEW YORK NY 10171

 (City) (State) (Zip)

(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*		
First Series of HDML Fund I, LLC		
(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*		
Bardin Hill Fund GP LLC		
(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*		
Kripalani Avinash		
(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*		
Greene John Winand JR		
(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*		
Dillow Jason		
(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*		
Desai Pratik		

(Last)	(First)	(Middle)
C/O BARDIN HILL INVESTMENT PARTNERS, LP		
299 PARK AVENUE, 24TH FLOOR		

(Street)		
NEW YORK	NY	10171

(City)	(State)	(Zip)
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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 and Signatures) are incorporated herein by reference. This Form 4 is filed by Designated Filer Bardin Hill Investment Partners LP.

[See Exhibit 99.2 for Signatures](#) [03/26/2024](#)

** 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): March 22, 2024

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: HCN LP (“HCN”), HCN GP LLC (“HCN GP”), First Series of HDML Fund I LLC (“HDML”), 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) HCN GP is the general partner of HCN. Bardin Hill GP is the general partner of Master Fund and the investment member of HDML. Bardin Hill is the investment manager for each of HCN, HDML and 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) On March 22, 2024, Bardin Hill exercised on a cashless basis Series C Warrants to purchase 91,227 shares of the Issuer’s common stock on behalf of certain of the Reporting Persons for \$0.01 per share in accordance with the Series C Warrant Agreement entered into in connection with the issuance of the Series C Warrants on March 22, 2021. The Issuer withheld 165 shares representing the aggregate exercise price and issued the remaining 91,062 shares as follows: 82,597 to HCN; and 8,465 to Master Fund.

(5) Represents shares held following the reported transactions as follows: 1,538,882 by HDML; 6,199,922 by HCN; and 845,057 by Master Fund.

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: Director
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024
Designated Filer: Bardin Hill Investment Partners LP

Signature:

Bardin Hill Investment Partners LP

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: General Counsel

3/26/2024

Date

Joint Filer Information

Name of Joint Filer: HCN 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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

HCN LP
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: General Counsel

3/26/2024

Date

Joint Filer Information

Name of Joint Filer: HCN 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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

HCN GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: General Counsel

3/26/2024

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: Director

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): March 22, 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/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: General Counsel

3/26/2024

Date

Joint Filer Information

Name of Joint Filer: First Series of HDML Fund I 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: Director

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

Date of Earliest Transaction Required to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

First Series of HDML Fund I LLC
By: Bardin Hill Investment Partners LP, its Manager

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: General Counsel

3/26/2024

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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

Bardin Hill Fund GP LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott
Title: Chief Compliance Officer

/s/ John Freese

Name: John Freese
Title: General Counsel

3/26/2024

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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Avinash Kripalani

Name: Avinash Kripalani

3/26/2024

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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ John Greene

Name: John Greene
Title: Portfolio Manager

3/26/2024

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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Jason Dillow

Name: Jason Dillow
Title: Chief Investment Officer

3/26/2024

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: Director

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

Date of Earliest Transaction Required
to be Reported (Month/Day/Year): March 22, 2024

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Pratik Desai

Name: Pratik Desai
Title: Portfolio Manager

3/26/2024

Date