

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**NextDecade Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**46-5723951**

(I.R.S. Employer  
Identification No.)

**1000 Louisiana Street, Suite 3900  
Houston, Texas 77002  
(713) 574-1880**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Vera de Gyarfas, General Counsel  
NextDecade Corporation  
1000 Louisiana Street, Suite 3900  
Houston, Texas 77002  
(713) 574-1880**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Sean M. Jones  
K&L Gates LLP  
300 South Tryon Street, Suite 1000  
Charlotte, North Carolina 28202  
(704) 331-7400**

**Approximate date of commencement of proposed sale to the public:  
From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)(2)</sup></b>	<b>Proposed Maximum Offering Price Per Unit<sup>(3)</sup></b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee<sup>(4)</sup></b>
Common Stock, \$0.0001 par value per share	\$ 14,594,379	\$ 3.54	\$ 51,664,101.66	\$ 5,636.55

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover an indeterminate number of additional shares to be offered or issued from stock splits, stock dividends or similar transactions with respect to the shares being registered.
- (2) Includes (i) 11,875,669 shares of common stock, par value \$0.0001 per share (the “Common Stock”), that are issuable upon conversion of the Company’s Series C Convertible Preferred Stock, par value \$0.0001 per share (the “Series C Preferred Stock”); (ii) an estimated 814,692 shares of Common Stock that are issuable upon exercise of the warrants that were issued with the Series C Preferred Stock; and (iii) an estimated 1,904,018 shares of Common Stock that may be issuable upon conversion of the shares of Series C Preferred Stock made as dividend payments.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices per share of Common Stock as reported on the Nasdaq Capital Market on July 8, 2021, a date within five business days prior to the filing of this registration statement.
- (4) Previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

## EXPLANATORY NOTE

NextDecade Corporation (the "Company") is filing this Pre-Effective Amendment No. 1 ("Amendment No. 1") to the Registration Statement on Form S-3 (Registration No. 333-257923), originally filed on July 15, 2021 (the "Registration Statement"), to amend the disclosures in the Calculation of Registration Fee Table appearing on the facing page of the Registration Statement. This Amendment No. 1 consists only of the facing page, this explanatory note, and the signature page to the Registration Statement. No changes or additions are being made hereby to the preliminary prospectus constituting Part I of the Registration Statement or to Part II of the Registration Statement. Accordingly, the preliminary prospectus constituting Part I of the Registration Statement and Part II of the Registration Statement have been omitted.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on July 22, 2021.

### NEXTDECADE CORPORATION

By: /s/ Brent Wahl

Brent Wahl  
*Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities set forth opposite their names and on July 22, 2021.

<u>Name</u>	<u>Title</u>
<u>/s/ Matthew Schatzman</u> Matthew Schatzman	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Brent Wahl</u> Brent Wahl	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Eric Garcia</u> Eric Garcia	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Khalifa Abdulla Al Romaihi	Director
<u>*</u> Brian Belke	Director
<u>*</u> Frank Chapman	Director

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* _____ Taewon Jun	Director
* _____ Avinash Kripalani	Director
* _____ Edward Andrew Scoggins, Jr.	Director
* _____ William Vratton	Director
* _____ Spencer Wells	Director

Vera de Gyrfas hereby signs this Amendment No. 1 on behalf of each of the indicated persons for whom she is attorney-in-fact on July 22, 2021 pursuant to a power of attorney filed with the Registration Statement.

\*By: s/ Vera de Gyrfas  
Vera de Gyrfas  
Attorney-in-Fact