

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>Bardin Hill Investment Partners LP</u> (Last) (First) (Middle) 299 PARK AVENUE, 24TH FLOOR (Street) NEW YORK NY 10171 (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) 03/17/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 C Convertible Preferred Stock	\$7.5 ⁽⁶⁾	03/17/2021		A		2,550 ⁽⁴⁾		(5)	(5)	Common Stock, \$ 0.0001 par value	866,556 ⁽⁶⁾⁽⁷⁾	\$1,000 ⁽⁴⁾	2,550	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Series C Warrants	\$0.01 ⁽¹⁰⁾	03/17/2021		A		53,027 ⁽⁹⁾		(10)	(10)	Common Stock, \$ 0.0001 par value	53,027 ⁽⁸⁾⁽¹¹⁾	(12)	53,027	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*
Bardin Hill Investment Partners LP
 (Last) (First) (Middle)
 299 PARK AVENUE, 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 AVENUE, 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 AVENUE, 24TH FLOOR
 (Street)
 NEW YORK NY 10171
 (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 AVENUE, 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 AVENUE, 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 AVENUE, 24TH FLOOR

(Street)
NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Konner Kevah](#)

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

(Street)
NEW YORK NY 10171

(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).
8. See Exhibit 99.1 for text of footnote (8).
9. See Exhibit 99.1 for text of footnote (9).

- 10. See Exhibit 99.1 for text of footnote (10).
- 11. See Exhibit 99.1 for text of footnote (11).
- 12. See Exhibit 99.1 for text of footnote (12).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is filed by Designated Filer Bardin Hill Investment Partners LP.

[See Exhibit 99.2 for Signatures](#) [03/19/2021](#)

** 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
477 Madison Avenue, Eighth Floor
New York, NY 10022

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

Date of Earliest Transaction to be Reported (Month/Day/Year): March 17, 2021

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: HCN GP LLC (“HCN GP”), HCN LP (“HCN”), Bardin Hill Fund GP LLC (“Bardin Hill GP”), Bardin Hill Event-Driven Master Fund LP (“Master Fund”), Bardin Hill Investment Partners LP (“Bardin Hill”), Avinash Kripalani, Jason Dillow, Kevah Konner, John Greene and Pratik Desai.

(2) HCN GP is the general partner of HCN. Bardin Hill GP is the general partner of Master Fund. Bardin Hill is the investment manager for each of HCN and Master Fund. Investment decisions of Bardin Hill are made by one or more of its portfolio managers, including Jason Dillow, Kevah Konner, John Greene and Pratik Desai, each of whom has individual decision-making authority. Avinash Kripalani is a Managing Principal 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) Represents 234 shares of Series C Convertible Preferred Stock (the “Series C Preferred Shares”) issuable to Master Fund (comprised of 229 purchased for \$1,000 per share and 5 to be paid as the Origination Fee) and 2,316 Series C Preferred Shares issuable to HCN (comprised of 2,271 purchased for \$1,000 per share and 45 paid as the Origination Fee), in each case, pursuant to that certain Series C Convertible Preferred Stock Purchase Agreement, by and among Master Fund, HCN and the Issuer, dated as of March 17, 2021 (the “Series C Purchase Agreement”) filed by Bardin Hill as Exhibit 25 to Amendment No. 10 to Schedule 13D on or about March 19, 2021.

(5) The Issuer has the option to convert all, but not less than all of the Series C Preferred Shares into shares of Common Stock at a conversion price of \$2.9632 per share, subject to adjustments, on any date on which the volume weighted average trading price of Common Stock for each trading day during any 60 of the prior 90 trading days is equal to or greater than 175% of the applicable conversion price, subject to adjustments and certain terms and conditions, pursuant to the Certificate of Designations, filed by the Issuer as Exhibit 3.1 to the Current Report on Form 8-K filed on March 17, 2021 (the “Certificate of Designations”). The Issuer must convert all Series C Preferred Shares into shares of Common Stock at a conversion price of \$2.9632 on the earlier of (i) 10 business days following a FID Event (as defined in the Series C Certificate of Designations) and (ii) the 10 year anniversary of the closing date under the Series C Purchase Agreement (the “Closing Date”), in each case, subject to adjustments, including for dividends, as specified in the Certificate of Designations.

(6) Subject to certain adjustments as specified in the Certificate of Designations.

(7) Convertible initially into 866,556 shares of Common Stock, which represents: 78,968 shares issuable to Master Fund upon conversion and 781,587 shares issuable to HCN upon conversion, in each case, subject to adjustments as specified in the Certificate of Designations.

(8) Subject to certain adjustments as specified in the Series C Warrant Agreement contemplated by the Series C Purchase Agreement (the “Series C Warrant Agreement”), filed by the Issuer as Exhibit 4.1 to the Current Report on Form 8-K filed on March 17, 2021.

(9) Represents 4,929 warrants issuable to Master Fund and 48,098 warrants issuable to HCN, in each case, with the Series C Preferred Shares pursuant to the Series C Purchase Agreement.

(10) Exercisable by holder before 5 p.m. Central Standard time on the third anniversary of the Closing Date. Prior to such date, the Issuer can force mandatory exercise if the volume weighted average trading price of shares of Common Stock for each trading day during any 60 of the 90 prior trading days is equal to or greater than 175% of the conversion price of the Issuer’s Series A Convertible Preferred Stock and Series B Convertible Preferred Stock, in each case, subject to adjustments as specified in the Series C Warrant Agreement.

(11) Exercisable initially into an equal number of shares of Common Stock, subject to adjustments as specified in the Series C Warrant Agreement.

(12) The warrants are issuable with the Series C Preferred Shares for no additional consideration.

Joint Filer Information

Name of Joint Filer: Bardin Hill Investment Partners LP
Address of Joint Filer: 299 Park Avenue, 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 17, 2021
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

March 19, 2021

Date

Joint Filer Information

Name of Joint Filer: HCN LP

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
299 Park Avenue, 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 17, 2021

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

March 19, 2021
Date

Joint Filer Information

Name of Joint Filer: HCN GP LLC

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
299 Park Avenue, 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 17, 2021

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

March 19, 2021

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 Avenue, 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 17, 2021

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

March 19, 2021
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 Avenue, 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 17, 2021

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

March 19, 2021

Date

Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
299 Park Avenue, 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 17, 2021

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Avinash Kripalani

Name: Avinash Kripalani

March 19, 2021

Date

Joint Filer Information

Name of Joint Filer: Kevah Konner

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
299 Park Avenue, 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 17, 2021

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Kevah Konner

Name: Kevah Konner
Title: Portfolio Manager

March 19, 2021
Date

Joint Filer Information

Name of Joint Filer: John Greene

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
299 Park Avenue, 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 17, 2021

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ John Greene

Name: John Greene
Title: Portfolio Manager

March 19, 2021
Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Bardin Hill Investment Partners LP
299 Park Avenue, 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 17, 2021

Designated Filer: Bardin Hill Investment Partners LP

Signature:

/s/ Jason Dillow

Name: Jason Dillow
Title: Chief Investment Officer

March 19, 2021
Date