

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	None	<b>Entity Type</b>
<a href="#">0001612720</a>	Harmony Merger Corp.		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>			<input type="checkbox"/> Limited Partnership
NextDecade Corp.			<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2014			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
NextDecade Corp.			
<b>Street Address 1</b>		<b>Street Address 2</b>	
3 WATERWAY SQUARE PLACE		SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
THE WOODLANDS	TEXAS	77380	713-574-1880

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
KATHLEEN	EISBRENNER	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3 WATERWAY SQUARE PLACE	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
SCHATZMAN	MATTHEW	K
<b>Street Address 1</b>	<b>Street Address 2</b>	
3 WATERWAY SQUARE PLACE	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
VAN VLIET	RENE	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
BELKE	BRIAN	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
BONANNO	MATTHEW	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
GALLO	DAVID	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
KRIPALANI	AVINASH	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
MAGID	DAVID	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
ROSENFELD	ERIC	S
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
SGRO	DAVID	D
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
VRATTOS	WILLIAM	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
WELLS	L	SPENCER
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
ATKINS	BEN	
Street Address 1	Street Address 2	
3 WATERWAY SQUARE PLACE	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
THE WOODLANDS	TEXAS	77380

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
DE LIMA	KRYSTA	

<b>Street Address 1</b>	<b>Street Address 2</b>	
3 WATERWAY SQUARE PLACE	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
THE WOODLANDS	TEXAS	77380
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

---

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes                      No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
X Oil & Gas		
Other Energy		

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
X No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Investment Company Act Section 3(c)
Rule 504 (b)(1)(i)	Section 3(c)(1)                      Section 3(c)(9)
Rule 504 (b)(1)(ii)	Section 3(c)(2)                      Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)(3)                      Section 3(c)(11)
Rule 506(b)	Section 3(c)(4)                      Section 3(c)(12)
X Rule 506(c)	Section 3(c)(5)                      Section 3(c)(13)
Securities Act Section 4(a)(5)	

## 7. Type of Filing

New Notice Date of First Sale  First Sale Yet to Occur  
Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

## 9. Type(s) of Securities Offered (select all that apply)

Equity  Pooled Investment Fund Interests  
 Debt  Tenant-in-Common Securities  
 Option, Warrant or Other Right to Acquire Another Security  Mineral Property Securities  
 Security to be Acquired Upon Exercise of Option, Warrant or  Other (describe)  
 Other Right to Acquire Security Series A Convertible Preferred Stock and associated warrants  
and common stock issuable upon conversion thereof.

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes  No

Clarification of Response (if Necessary):

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$1,000 USD

## 12. Sales Compensation

Recipient	Recipient CRD Number	None
Credit Suisse Securities (USA) LLC	816	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	

**Street Address 1**

11 Madison Avenue

City

New York

**Street Address 2**

State/Province/Country

NEW YORK

ZIP/Postal Code

10010

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States  All States  Foreign/non-US

## 13. Offering and Sales Amounts

Total Offering Amount \$35,000,000 USD or Indefinite

Total Amount Sold \$0 USD

Total Remaining to be Sold \$35,000,000 USD or Indefinite

Clarification of Response (if Necessary):

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

0

#### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$1,050,000 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

Commission is equal to 3% of the total amount sold, subject to certain exceptions.

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
NextDecade Corp.	/S/ KRYSTA DE LIMA	KRYSTA DE LIMA	GENERAL COUNSEL	2018-04-26

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this

undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

---