

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>York Capital Management Global Advisors, LLC</u> (Last) (First) (Middle) 767 FIFTH AVENUE 17TH FLOOR (Street) NEW YORK NY 10153 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	08/09/2018		A		56,908 ⁽²⁾	A	(2)	63,483,900 ⁽³⁾	I	See footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾	

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 A Convertible Preferred Stock	\$7.5 ⁽⁶⁾	08/09/2018		A		10,142 ⁽⁷⁾		(9)	08/09/2028	Common Stock, \$ 0.0001 par value	1,352,267 ⁽⁸⁾	\$1,000 ⁽⁷⁾	10,142	I	See footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾
Warrants	\$0.01 ⁽¹⁰⁾	08/09/2018		A		154,518 ⁽¹¹⁾		(12)	08/09/2021	Common Stock, \$ 0.0001 par value	154,518 ⁽¹³⁾	(14)	154,518	I	See footnotes ⁽¹⁾⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person*
York Capital Management Global Advisors, LLC
 (Last) (First) (Middle)
 767 FIFTH AVENUE
 17TH FLOOR
 (Street)
 NEW YORK NY 10153
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
YORK CAPITAL MANAGEMENT L P
 (Last) (First) (Middle)
 C/O YORK CAPITAL MGMT GLOBAL ADVISORS
 767 FIFTH AVENUE, 17TH FLOOR
 (Street)
 NEW YORK NY 10153
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dinan Management L.L.C.
 (Last) (First) (Middle)
 C/O YORK CAPITAL MGMT GLOBAL ADVISORS
 767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[York Multi-Strategy Master Fund, L.P.](#)

(Last) (First) (Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS
767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[YORK CREDIT OPPORTUNITIES FUND LP](#)

(Last) (First) (Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS
767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[York Credit Opportunities Investment Master Fund, L.P.](#)

(Last) (First) (Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS
767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[York Credit Opportunities Domestic Holdings, LLC](#)

(Last) (First) (Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS
767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[York European Distressed Credit Fund II, L.P.](#)

(Last) (First) (Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS
767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[York European Distressed Credit Holdings II, LLC](#)

(Last) (First) (Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS
767 FIFTH AVENUE, 17TH FLOOR

(Street)
NEW YORK NY 10153

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Bonanno Matthew W		
(Last)	(First)	(Middle)
C/O YORK CAPITAL MGMT GLOBAL ADVISORS		
767 FIFTH AVENUE, 17TH FLOOR		
(Street)		
NEW YORK	NY	10153
(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).
13. See Exhibit 99.1 for text of footnote (13).
14. See Exhibit 99.1 for text of footnote (14).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the first of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than ten Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of ten Reporting Persons. Each Form 4 will be filed by Designated Filer York Capital Management Global Advisors LLC.

[York Capital Management Global
Advisors LLC By: /s/ Richard
Swanson](#) [08/13/2018](#)

** 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: York Capital Management Global Advisors LLC
767 Fifth Avenue
New York, NY 10153

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): August 9, 2018

Footnotes to Form 4

(1) This statement is being filed by the following Reporting Persons: York Capital Management Global Advisors LLC (“YGA”); York Capital Management, L.P. (“York Capital”); York Credit Opportunities Fund, L.P. (“York Credit Opportunities”); York Credit Opportunities Investments Master Fund, L.P. (“York Credit Opportunities Master”); York European Distressed Credit Fund II, L.P. (“York European Fund”); York Multi-Strategy Master Fund, L.P. (“York Multi-Strategy”); Dinan Management, L.L.C. (“Dinan Management”); York Credit Opportunities Domestic Holdings, LLC (“York Credit Opportunities Domestic”); York European Distressed Credit Holdings II, LLC (“York European Holdings”); Matthew Bonnano; David Magid; and William Vratos.

(2) Represents 10,579 shares paid to York Capital, 13,453 shares paid to York Credit Opportunities, 14,456 shares paid to York Credit Opportunities Master, 15,532 shares paid to York Multi-Strategy, and 2,888 shares paid to York European Fund, in each case, by the Issuer as the drawdown fee pursuant to that certain Backstop Agreement, dated April 11, 2018, by and between YGA and the Issuer, as amended on August 3, 2018 (the “Backstop Agreement”) (filed by YGA as Exhibit 10.15 to Amendment No. 4 to Schedule 13D on August 13, 2018), entered into in connection with a private offering by the Issuer of Series A Preferred Stock (the “Series A Convertible Preferred Stock”) and warrants.

(3) Represents 10,144,768 shares directly held by York Capital (including 903,792 shares issuable pursuant to that certain Agreement and Plan of Merger, dated April 17, 2017, by and among Harmony Merger Corporation, Harmony Merger Sub, LLC, NextDecade, LLC and certain members of NextDecade, LLC and entities affiliated with such members (the “Merger Agreement”) upon the satisfaction of certain milestones), 12,903,716 shares directly held by York Credit Opportunities (including 1,151,792 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 8,940,151 shares held directly held by York Select Strategy Master Fund, L.P. (including 778,729 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 13,849,187 shares directly held by York Credit Opportunities Master (including 1,220,839 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 2,766,610 shares directly held by York European Fund (including 243,887 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 14,879,467 shares directly held by York Multi-Strategy (including 1,311,664 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones).

(4) YGA is the sole managing member of: Dinan Management, which in turn is the general partner of each of York Capital, York Credit Opportunities Master and York Multi-Strategy; Select Domestic Holdings, LLC, which in turn is the general partner of York Select Strategy Master Fund L.P.; York European Holdings, which in turn is the general partner of York European Fund; and York Credit Opportunities Domestic, which in turn is the general partner of York Credit Opportunities. Mr. Bonnano is a Partner and Co-Head of North American Credit at York Capital and director of the Issuer. Mr. Magid is a Research Analyst at York Capital and a director of the Issuer. Mr. Vratos is a Partner and Co-Chief Investment Officer at York Capital and director of the Issuer.

(5) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its or his pecuniary interest.

(6) Subject to certain adjustments as specified in the Certificate of Designations, filed by YGA as Exhibit 10.16 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the "Certificate of Designations").

(7) Represents 1,885 shares Series A Preferred Stock issued to York Capital (including 1,848 purchased for \$1,000 per share and 37 paid as the Origination Fee), 2,397 shares of Series A Preferred Stock issued to York Credit Opportunities (including 2,350 purchased for \$1,000 per share and 47 paid as the Origination Fee), 2,577 shares of Series A Preferred Stock issued to York Credit Opportunities Master (including 2,526 purchased for \$1,000 per share and 51 paid as the Origination Fee), 2,768 shares of Series A Preferred Stock issued to York Multi-Strategy Master (including 2,714 purchased for \$1,000 per share and 54 issued as an Origination Fee), and 515 shares of Series A Preferred Stock issued to York European Fund (including 505 purchased for \$1,000 per share and 10 paid as the Origination Fee), in each case, pursuant to that certain Series A Preferred Convertible Stock Purchase Agreement, by and between YGA and the Issuer, dated as of August 3, 2018, filed by YGA as Exhibit 10.18 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the "Purchase Agreement"), and in connection with the Backstop Agreement,

(8) Convertible initially into 1,352,267 shares of Common Stock, which represents: 251,333 shares issuable to York Capital upon conversion, 319,600 shares issuable to York Credit Opportunities upon conversion, 343,600 shares issuable to York Credit Opportunities Master upon conversion, 369,067 shares issuable to York Multi-Strategy upon conversion, and 68,667 shares issuable to York European Fund upon conversion, in each case, subject to adjustments, including for dividends, as specified in the Certificate of Designations.

(9) The Issuer has the option to convert all, but not less than all shares of Series A Preferred Stock into shares of Common Stock at a conversion price of \$7.50 per share, subject to adjustments as specified in the Certificate of Designations, 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 \$7.50 per share, subject to adjustments and certain terms and conditions. The Issuer must convert all shares of Series A Preferred Stock into shares of Common Stock at a conversion price of \$7.50, subject to adjustments, on the earlier of (i) 10 business days following a FID Event (as defined in the Certificate of Designations) and (ii) August 9, 2028, in each case, subject to adjustments as specified in the Certificate of Designations.

(10) Subject to certain adjustments as specified in the Warrant Agreement, by and between YGA and the Issuer, filed by YGA as Exhibit 10.17 to Amendment No. 4 to Schedule 13D on August 13, 2018 (the "Warrant Agreement").

(11) Represents 28,724 warrants issued to York Capital; 36,528 warrants issued to York Credit Opportunities; 39,252 warrants issued to York Credit Opportunities Master; 42,173 warrants issued to York Multi-Strategy; and 7,841 warrants issued to York European Fund; in each case, with the shares of Series A Preferred Stock pursuant to the Purchase Agreement and in connection with the Backstop Agreement.

(12) Exercisable by holder before on August 9, 2021. 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 \$7.50 per share of Common Stock, subject to adjustments as specified in the Warrant Agreement.

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

(14) The warrants were issued with the Series A Preferred Stock for no additional consideration.

Joint Filer Information

Name of Joint Filer: York Capital Management, L.P.

Address of Joint Filer: 767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Capital Management, L.P.
By: Dinan Management, L.L.C., its general partner

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Dinan Management, L.L.C.

Address of Joint Filer: c/o York Capital Management L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

Dinan Management, L.L.C.

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: York Multi-Strategy Master Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Multi-Strategy Master Fund, L.P.
By: Dinan Management, its general partner

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: York Credit Opportunities Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Credit Opportunities Fund, L.P.
By: York Credit Opportunities Domestic Holdings, LLC, its general partner

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: York Credit Opportunities Investments Master Fund, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Credit Opportunities Investments Master Fund, L.P.
By: York Credit Opportunities Domestic Holdings, LLC, its general partner

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: York Credit Opportunities Domestic Holdings, LLC

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Credit Opportunities Domestic Holdings, LLC

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: York European Distressed Credit Fund II, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York European Distressed Credit Fund II, L.P.
By: Dinan Management, L.L.C., its general partner

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: York European Distressed Credit Holdings II, LLC

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Earliest Transaction Required to be Reported
(Month/Day/Year): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York European Distressed Credit Holdings II, LLC

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: Matthew Bonanno

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

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): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

/s/ Matthew Bonanno

Name: Matthew Bonanno

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: David Magid

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

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): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

/s/ David Magid

Name: David Magid

August 13, 2018

Date

Joint Filer Information

Name of Joint Filer: William Vratos

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

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): August 9, 2018

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

/s/ William Vratos

Name: William Vratos

August 13, 2018

Date
