
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K
CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 23, 2018

NEXTDECADE CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36842
(Commission
File Number)

46-5723951
(IRS Employer
Identification No.)

3 Waterway Square Place, Suite 400, The Woodlands, Texas 77380
(Address of Principal Executive Offices) (Zip Code)

(713) 574-1880
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 23, 2018, the Board of Directors (the “Board”) of NextDecade Corporation (the “Company”) appointed Matthew K. Schatzman, the Company’s President, as the Chief Executive Officer of the Company, effective February 1, 2018. Kathleen Eisbrenner, Chairman of the Board and currently Chief Executive Officer, will continue as Chairman of the Board effective as of the same date.

Effective as of February 1, 2018, Mr. Schatzman’s title will be President and Chief Executive Officer. Biographical information for Mr. Schatzman is incorporated by reference herein from the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on September 11, 2017 (the “September 8-K”). Mr. Schatzman’s compensation is expected to be materially consistent with the terms of his employment agreement, dated September 8, 2017, and described in the September 8-K, which is incorporated by reference herein.

There are no familial relationships between Mr. Schatzman and any other executive officer or director of the Company. There have been no transactions, and no transactions are currently proposed, in which the Company was or is to be a participant and in which Mr. Schatzman or any member of his immediate families had or will have any interest, which are required to be disclosed by Item 404(a) of Regulation S-K.

Ms. Eisbrenner’s employment and compensation arrangement with the Company continues to be governed by the terms of her employment agreement, as amended, which is described in the Company’s Form 8-K filed with the SEC on July 28, 2017 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release, dated January 24, 2018.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 24, 2018

NEXTDECADE CORPORATION

By: /s/ Krysta De Lima

Name: Krysta De Lima

Title: General Counsel



January 24, 2018

NextDecade Corporation Announces the Promotion of Matthew K. Schatzman to CEO

Implementing succession plan agreed by the Board in 2017

THE WOODLANDS, Texas, USA | January 24, 2018 -- NextDecade Corporation (NASDAQ: NEXT) (“NextDecade” or the “Company”), a liquefied natural gas (“LNG”) development company focused on LNG export projects in the State of Texas, announced that, effective February 1, 2018, Kathleen M. Eisbrenner will be succeeded as Chief Executive Officer by Matthew K. Schatzman, the Company’s current President. Ms. Eisbrenner, who founded NextDecade in 2010, will remain Chairman of NextDecade’s Board of Directors.

Today’s announcement implements the plan agreed by Ms. Eisbrenner and the Board in 2017 that Mr. Schatzman is the ideal person to serve as NextDecade’s President and CEO and lead the Company and its major development projects, Rio Grande LNG and Rio Bravo Pipeline.

“I am proud of our achievements and the tremendous growth and development of our Company since its inception in 2010,” said Ms. Eisbrenner. “We have assembled a world-class management team to commercialize our market-leading U.S. LNG project and, after more than seven thrilling years as CEO, it is a perfect time to pass the baton to Matt’s capable hands to lead NextDecade through its next phase of development. He is a deeply respected leader within our organization and throughout the global energy industry and, as Chairman, I look forward to supporting him as we work to realize our vision of providing highly competitive LNG to customers around the world.”

“It is a privilege to succeed Kathleen as CEO of NextDecade,” said Mr. Schatzman. “Her leadership has benefitted our employees and stockholders. On behalf of them all, I thank Kathleen for her commitment and vision that have positioned us as a leader in the next wave of U.S. LNG projects. I am honored to lead NextDecade as we focus on the successful development of our Rio Grande LNG and Rio Bravo Pipeline projects which will enable natural gas produced in Texas to meet growing global LNG demand.”

Mr. Schatzman has nearly 30 years’ experience in the energy industry. He was previously Executive Vice President, Global Energy Marketing and Shipping, and a member of the Group Executive Committee at BG Group. At BG, Mr. Schatzman was responsible for the company’s global marketing, trading, and shipping activities for LNG, crude oil, and natural gas. During his tenure, Mr. Schatzman played a pivotal role in the success and growth of BG’s LNG business, transforming it from a U.S. market-focused business into a global leader in flexible LNG supply and trading.

About NextDecade Corporation

NextDecade is an LNG development company focused on LNG export projects and associated pipelines in the State of Texas. NextDecade intends to develop a portfolio of LNG projects, including the 27 mtpa Rio Grande LNG export facility in Brownsville, Texas and the 4.5 Bcf/d Rio Bravo Pipeline which would transport natural gas from the Agua Dulce supply area in Nueces County, Texas to Rio Grande LNG. NextDecade's common stock is listed on the Nasdaq Capital Market under the symbol "NEXT." NextDecade is headquartered in The Woodlands, Texas.

CAUTIONARY INFORMATION ABOUT FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of U.S. federal securities laws. The words "believe", "expect", "intend", "plan", "potential", and similar expressions are intended to identify forward-looking statements, and these statements may relate to the business of NextDecade Corporation and its affiliates. These statements involve a number of known and unknown risks, which may cause actual results to differ materially from expectations expressed or implied in the forward-looking statements. These risks include uncertainties about NextDecade's Rio Grande LNG and Rio Bravo pipeline projects and other matters discussed in the "Risk Factors" section of the definitive proxy statement filed by Harmony on June 29, 2017 and other subsequent reports filed with the Securities and Exchange Commission (the "SEC"), all of which are incorporated herein by reference. The forward-looking statements in this press release speak as of the date of this release. Although NextDecade may from time to time voluntarily update its prior forward-looking statements, it disclaims any commitment to do so except as required by securities laws.

For further information:

INVESTORS

NextDecade | Patrick Hughes | + 1 (832) 209 8131 | patrick@next-decade.com

MEDIA

Ward for NextDecade | Molly LeCronier | + 1 (713) 869 0707 | MLeCronier@wardcc.com