

**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): July 12, 2019

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.)
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1000 Louisiana Street, Suite 3900, Houston, Texas 77002  
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered:</u>
Common Stock, \$0.0001 par value	NEXT	The NASDAQ Stock Market LLC

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 5.07. Submission of Matters to a Vote of Security Holders.****Annual Meeting of Stockholders**

On July 12, 2019, NextDecade Corporation (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). The matters voted upon and the results of the voting at the Annual Meeting were as follows:

**Proposal 1:** The election of three Class B directors to serve on the Company’s board of directors (the “Board”) for terms of three years or until their successors are duly elected and qualified or until the earlier of their death, resignation or removal, and the election of one Class A director, previously elected by the Board, to serve the remainder of his term as a Class A director ending in 2021 or until his successor is duly elected and qualified or until the earlier of his death, resignation or removal.

Director Nominee	For	Withheld	Broker Non-Votes
Taewon Jun - Class A director	106,771,413	5,298	1,206,496
David Gallo – Class B director	105,636,470	1,140,241	1,206,496
David Magid – Class B director	105,822,725	953,986	1,206,496
Eric S. Rosenfeld – Class B director	105,551,320	1,225,391	1,206,496

**Proposal 2:** Approval of amendments to the Company’s Certificate of Designations of Series A Convertible Preferred Stock to, among other things, modify certain terms relating to the voting rights of Series A Convertible Preferred Stock (the “Series A Preferred Stock”).

For	Against	Abstain	Broker Non-Votes
106,754,416	2,370	19,925	1,206,496

**Proposal 3:** Approval of amendments to the Company’s Certificate of Designations of Series B Convertible Preferred Stock to, among other things, modify certain terms relating to the voting rights of Series B Convertible Preferred Stock (the “Series B Preferred Stock”).

For	Against	Abstain	Broker Non-Votes
106,754,416	11,370	10,925	1,206,496

**Proposal 4:** Ratification and approval of the reappointment of Grant Thornton LLP as the Company’s independent registered public accountants and auditors for the fiscal year ending December 31, 2019.

For	Against	Abstain	Broker Non-Votes
107,957,525	24,691	991	0

At the Annual Meeting, Matthew Schatzman, Chairman of the Board and Chief Executive Officer of the Company, paid tribute to Kathleen Eisbrenner, the former Chairman of the Board and a Class B director who passed away in May 2019.

**Special Meeting of Stockholders**

On July 12, 2019, the Company held a special meeting of holders of its Series A Preferred Stock and Series B Preferred Stock (the “Special Meeting”). The matters voted upon by the holders of the Series A Preferred Stock and the Series B Preferred Stock and the results of their voting at the Special Meeting were as follows:

**Proposal 1:** Ratification and approval by the holders of Series A Preferred Stock to increase the number of authorized shares of Series A Preferred Stock from 50,000 to 166,364, effective as of August 9, 2018, an increase of 116,364 shares, which is the number of shares issued as origination fees pursuant to Series A Preferred Stock purchase agreements or backstop commitment agreements and shares issued or issuable as dividends paid-in-kind with respect to Series A Preferred Stock.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
50,000	0	0

**Proposal 2:** Ratification and approval by the holders of the Series B Preferred Stock to increase the number of authorized shares of the Series B Preferred Stock from 50,000 to 166,364, effective as of September 28, 2018, an increase of 116,364 shares, which is the number of shares issued as origination fees pursuant to Series B Preferred Stock purchase agreements and shares issued or issuable as dividends paid-in-kind with respect to Series B Preferred Stock.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
50,000	0	0

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 3.1 [Certificate of Amendment to Certificate of Designations of Series A Convertible Preferred Stock of NextDecade Corporation](#)
- 3.2 [Certificate of Amendment to Certificate of Designations of Series B Convertible Preferred Stock of NextDecade Corporation](#)

**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: July 15, 2019

NEXTDECADE CORPORATION

By: /s/ Krysta De Lima

Name: Krysta De Lima

Title: General Counsel

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF DESIGNATIONS  
OF  
SERIES A CONVERTIBLE PREFERRED STOCK  
OF  
NEXTDECADE CORPORATION**

Pursuant to Section 242 of the Delaware General Corporation Law (“DGCL”), NextDecade Corporation, a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), does hereby certify as follows:

FIRST: Section 4 of the Certificate of Designations of Series A Convertible Preferred Stock of the Corporation (the “Certificate of Designations”) is hereby amended by replacing (i) the phrase “liquidation preference” with the phrase “Series A Liquidation Preference” and (ii) the phrase “liquidation preferences” with the phrase “Series A Liquidation Preferences”, in each case, in all instances in which such phrases appear in Section 4 of the Certificate of Designations.

SECOND: The first sentence of Section 6(b) of the Certificate of Designations is hereby amended by amending such sentence in its entirety as follows:

“As to matters upon which Holders of Series A Preferred Stock are entitled to vote separately as a class, the Holders of Series A Preferred Stock will be entitled to one vote per share of Series A Preferred Stock held.”

THIRD: Section 6(c) of the Certificate of Designations is hereby amended by amending such Section in its entirety as follows:

“Each Holder of outstanding shares of Series A Preferred Stock shall be entitled to vote together with the holders of outstanding shares of Common Stock, voting together as a single class, with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration (whether at a meeting of stockholders of the Corporation or otherwise), except as otherwise provided by law or this Certificate of Designations. In any such vote, each share of Series A Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which such share would be convertible as of the record date for such vote pursuant to Section 5(a) as though the conditions to conversion set forth in Section 5(a) had been satisfied and treating such record date as the Optional Conversion Date for purposes of such calculation (and in each case irrespective of whether the shares of Series A Preferred Stock are then convertible at the option of the Corporation pursuant to such Section 5(a)).”

FOURTH: Clause (i) of Section 6(d)(ii) of the Certificate of Designations is hereby amended by amending such Clause in its entirety as follows:

“(i) authorized PIK Shares or shares of Parity Stock paid as dividends in-kind in accordance with the terms of the certificate of designations of such Parity Stock,”

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FIFTH: This Certificate of Amendment to Certificate of Designations was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 242 of the DGCL.

**[Remainder of page intentionally left blank. Signature page follows.]**



**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to Certificate of Designations to be signed and attested this day of July 12, 2019.

THE CORPORATION:

**NEXTDECADE CORPORATION**

By: /s/ Matthew Schatzman

Name: Matthew Schatzman

Title: Chief Executive Officer

Attest: /s/ Krysta De Lima

Name: Krysta De Lima

Title: General Counsel and Corporate Secretary

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF DESIGNATIONS  
OF  
SERIES B CONVERTIBLE PREFERRED STOCK  
OF  
NEXTDECADE CORPORATION**

Pursuant to Section 242 of the Delaware General Corporation Law (“DGCL”), NextDecade Corporation, a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), does hereby certify as follows:

FIRST: Section 4 of the Certificate of Designations of Series B Convertible Preferred Stock of the Corporation (the “Certificate of Designations”) is hereby amended by replacing (i) the phrase “liquidation preference” with the phrase “Series B Liquidation Preference” and (ii) the phrase “liquidation preferences” with the phrase “Series B Liquidation Preferences”, in each case, in all instances in which such phrases appear in Section 4 of the Certificate of Designations.

SECOND: The first sentence of Section 6(b) of the Certificate of Designations is hereby amended by amending such sentence in its entirety as follows:

“As to matters upon which Holders of Series B Preferred Stock are entitled to vote separately as a class, the Holders of Series B Preferred Stock will be entitled to one vote per share of Series B Preferred Stock held.”

THIRD: Section 6(c) of the Certificate of Designations is hereby amended by amending such Section in its entirety as follows:

“Each Holder of outstanding shares of Series B Preferred Stock shall be entitled to vote together with the holders of outstanding shares of Common Stock, voting together as a single class, with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration (whether at a meeting of stockholders of the Corporation or otherwise), except as otherwise provided by law or this Certificate of Designations. In any such vote, each share of Series B Preferred Stock shall be entitled to a number of votes equal to the number of shares of Common Stock into which such share would be convertible as of the record date for such vote pursuant to Section 5(a) as though the conditions to conversion set forth in Section 5(a) had been satisfied and treating such record date as the Optional Conversion Date for purposes of such calculation (and in each case irrespective of whether the shares of Series B Preferred Stock are then convertible at the option of the Corporation pursuant to such Section 5(a)).”

FOURTH: Clause (i) of Section 6(d)(ii) of the Certificate of Designations is hereby amended by amending such Clause in its entirety as follows:

“(i) authorized PIK Shares or shares of Parity Stock paid as dividends in-kind in accordance with the terms of the certificate of designations of such Parity Stock,”

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FIFTH: This Certificate of Amendment to Certificate of Designations was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 242 of the DGCL.

**[Remainder of page intentionally left blank. Signature page follows.]**

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to Certificate of Designations to be signed and attested this day of July 12, 2019.

THE CORPORATION:

**NEXTDECADE CORPORATION**

By: /s/ Matthew Schatzman  
Name: Matthew Schatzman  
Title: Chief Executive Officer

Attest: /s/ Krysta De Lima  
Name: Krysta De Lima  
Title: General Counsel and Corporate Secretary

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