

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Halcyon Capital Management LP</u>  (Last) (First) (Middle) 477 MADISON AVENUE, 8TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2017	3. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp. [ NEXT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$ 0.0001 par value	10,742,778	I	See footnotes <sup>(1)(2)(3)(4)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
Halcyon Capital Management LP  
 (Last) (First) (Middle)  
 477 MADISON AVENUE, 8TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Dillow Jason  
 (Last) (First) (Middle)  
 C/O HALCYON CAPITAL MANAGEMENT, LLC  
 477 MADISON AVE., 8TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Konner Kevah  
 (Last) (First) (Middle)  
 C/O HALCYON CAPITAL MANAGEMENT, LLC  
 477 MADISON AVENUE, 8TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Bader John M](#)

(Last) (First) (Middle)  
C/O HALCYON CAPITAL MANAGEMENT, LLC  
477 MADISON AVENUE, 8TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Kripalani Avinash](#)

(Last) (First) (Middle)  
C/O HALCYON CAPITAL MANAGEMENT, LLC  
477 MADISON AVENUE, 8TH FLOOR

(Street)  
NEW YORK NY 10022

(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).

**Remarks:**

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 3 is the second of two Forms 3 being filed relating to the same event. The Form 3 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 3 to a maximum of ten Reporting Persons. Each Form 3 will be filed by Designated Filer Halcyon Capital Management L.P.

<a href="#">/s/ Halcyon Capital Management, L.P.</a>	<a href="#">08/03/2017</a>
<a href="#">/s/ Jason Dillow</a>	<a href="#">08/03/2017</a>
<a href="#">/s/ Kevah Konner</a>	<a href="#">08/03/2017</a>
<a href="#">/s/ John Bader</a>	<a href="#">08/03/2017</a>
<a href="#">/s/ Avinash Kripalani</a>	<a href="#">08/03/2017</a>

\*\* 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 5 (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: Halcyon Capital Management LP  
477 Madison Avenue, 8th Floor  
New York, NY 10022

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

Date of Event Requiring Statement  
(Month/Day/Year): July 24, 2017

Footnotes to Form 3

(1) This statement is being filed by the following Reporting Persons in connection with the consummation of the transactions contemplated by that certain Agreement and Plan of Merger, dated April 17, 2017, by and among Hamony Merger Corporation, Harmony Merger Sub, LLC, NextDecade, LLC and certain members of NextDecade, LLC and entities affiliated with such members (the "Merger Agreement"): Halcyon Mount Bonnell Fund LP ("Mount Bonnell"), HLTS GP LLC ("HLTS"), HCN LP ("HCN"), HCN GP LLC ("HCN GP"), Halcyon Energy, Power & Infrastructure Capital Holdings LLC ("HEPI"), First Series of HDML Fund I LLC ("HDML"), HDML Asset LLC ("HDML Asset"), Halcyon Capital Management LP ("Halcyon Capital"), Avinash Kripalani, Jason Dillow, Kevah Konner and John Bader.

HLTS is the general partner of Mount Bonnell. HCN GP is the general partner of HCN. HDML Asset is the investment member of HDML. Halcyon Capital is the investment manager for each of Mount Bonnell, HCN, HEPI and HDML. Investment decisions of Halcyon Capital are made by one or more of its portfolio managers, including Jason Dillow and Kevah Konner, each of whom has individual decision-making authority. John Bader is the CEO of Halcyon Capital. Avinash Kripalani is a Principal at Halcyon Capital and serves on the board of directors of the Issuer as Halcyon's representative.

(3) Represents 2,060,464 shares directly held by HEPI (including 313,288 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 4,806,319 shares directly held by HCN (including 730,789 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), 3,125,074 shares held directly held by Mount Bonnell (including 475,160 contingent shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones), and 750,921 shares directly held by HDML (including 114,176 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones).

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

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Joint Filer Information

Name of Joint Filer: Avinash Kripalani

Address of Joint Filer: c/o Halcyon Capital Management LP  
477 Madison Avenue, 8th Floor  
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

Date of Event Requiring  
Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

**Signature:**

/s/ Avinash Kripalani

Name: Avinash Kripalani

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August 3, 2017

Date

Joint Filer Information

Name of Joint Filer: Kevah Konner

Address of Joint Filer: c/o Halcyon Capital Management LP  
477 Madison Avenue, 8th Floor  
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

Date of Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

**Signature:**

/s/ Kevah Konner

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Name: Kevah Konner  
Title: Portfolio Manager

August 3, 2017  
Date

Joint Filer Information

Name of Joint Filer: John Bader

Address of Joint Filer: c/o Halcyon Capital Management LP  
477 Madison Avenue, 8th Floor  
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

Date of Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

**Signature:**

/s/ John Bader

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Name: John Bader  
Title: CEO

August 3, 2017  
Date

Joint Filer Information

Name of Joint Filer: Halcyon Capital Management LP  
Address of Joint Filer: 477 Madison Avenue, 8th Floor  
New York, NY 10022  
Relationship of Joint Filer to Issuer: Director  
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]  
Date of Event Requiring  
Statement (Month/Day/Year): July 24, 2017  
Designated Filer: Halcyon Capital Management LP

**Signature:**

Halcyon Capital Management LP

/s/ Halcyon Capital Management LP

Name:

Title:

August 3, 2017

Date

Joint Filer Information

Name of Joint Filer: Jason Dillow

Address of Joint Filer: c/o Halcyon Capital Management LP  
477 Madison Avenue, 8th Floor  
New York, NY 10022

Relationship of Joint Filer to Issuer: Director

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

Date of Event Requiring Statement (Month/Day/Year): July 24, 2017

Designated Filer: Halcyon Capital Management LP

**Signature:**

/s/ Jason Dillow

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Name: Jason Dillow  
Title: Portfolio Manager

August 3, 2017  
Date