

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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) 1330 AVENUE OF THE AMERICAS, 20TH FLOOR (Street) NEW YORK NY 10019 (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) 07/25/2024 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 | 07/25/2024 | | S | | 35,072,737 ⁽⁴⁾ | D | \$7.5 | 4,264,298 ⁽⁵⁾ | I | See notes ⁽¹⁾⁽²⁾⁽³⁾ |

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) | | 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) | | | | | |

1. Name and Address of Reporting Person*
York Capital Management Global Advisors, LLC
 (Last) (First) (Middle)
 1330 AVENUE OF THE AMERICAS, 20TH FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
YORK CAPITAL MANAGEMENT L P
 (Last) (First) (Middle)
 1330 AVENUE OF THE AMERICAS, 20TH FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
YORK CREDIT OPPORTUNITIES FUND LP
 (Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)
NEW YORK NY 10019

(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 MANAGEMENT
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

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

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Dinan Management L.L.C.](#)

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT, L.P.
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Vrattos William C](#)

(Last) (First) (Middle)

C/O YORK CAPITAL MANAGEMENT
1330 AVENUE OF THE AMERICAS, 20TH FLOOR

(Street)
NEW YORK NY 10019

(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).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information and Signatures) are incorporated herein by reference. York Capital Management Global Advisors LLC is the Designated Filer.

[See Exhibit 99.2 for Signatures](#)

[07/29/2024](#)

** 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
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): July 25, 2024

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”); Dinan Management, LLC (“Dinan Management”); York Multi-Strategy Master Fund, L.P. (“York Multi-Strategy”); and William Vratos.

(2) YGA, the sole managing member of Dinan Management, which is the general partner of each of York Capital, York Credit Opportunities, York Credit Opportunities Master, York Multi-Strategy, York Tactical Energy Fund, L.P. (“York Tactical”), and York Tactical Energy Fund PIV-AN, L.P. (“York Tactical PIV-AN”) (collectively with FDAF Dislocated Asset Fund (“FDAF”), the “York Funds”), exercises investment discretion over such investment funds and accordingly may be deemed to have beneficial ownership over the shares beneficially owned directly by the York Funds. Mr. Vratos is Managing Partner and Chief Investment Officer at YGA, and a director of the Issuer.

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

(4) Certain of the York Funds sold shares to Hanwha Aerospace Co., Ltd. (“Hanwha Aerospace”) and Hanwha Ocean USA International LLC (“Hanwha Ocean”) upon the satisfaction of the material conditions precedent under the Secondary Block Trade Agreements between the York Funds and each of Hanwha Aerospace and Hanwha Ocean (the “Hanwha Agreements”) on July 25, 2024, as follows: 2,364,877 by York Capital; 7,654,268 by York Credit Opportunities; 6,720,031 by York Credit Opportunities Master; 11,033,030 by York Multi-Strategy; 3,867,880 by FDAF; 311,906 by York Tactical; and 3,120,745 by York Tactical PIV-AN. The consummation of the transactions under the Hanwha Agreements (the “Hanwha Transactions”) occurred on July 29, 2024.

(5) Represents shares directly held by the York Funds following the Hanwha Transactions as follows: 0 by York Capital; 0 by York Credit Opportunities; 0 by York Credit Opportunities Master; 0 by FDAF; 3,016,677 by York Multi-Strategy; 1,247,621 by York Tactical; and 0 by York Tactical PIV-AN.

Joint Filer Information

Name of Joint Filer: York Capital Management Global Advisors, LLC

Address of Joint Filer: 1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

York Capital Management Global Advisors, LLC

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 29, 2024

Date

Joint Filer Information

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

Address of Joint Filer: 1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

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

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 29, 2024

Date

Joint Filer Information

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

Address of Joint Filer: c/o York Capital Management
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

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/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 29, 2024

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
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

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/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 29, 2024

Date

Joint Filer Information

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

Address of Joint Filer: c/o York Capital Management
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

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

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 29, 2024

Date

Joint Filer Information

Name of Joint Filer: Dinan Management, LLC

Address of Joint Filer: 1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

Dinan Management, LLC

/s/ Brian Traficante

Name: Brian Traficante

Title: General Counsel and Chief Compliance Officer

July 29, 2024

Date

Joint Filer Information

Name of Joint Filer: William Vratton

Address of Joint Filer: c/o York Capital Management
1330 Avenue of the Americas, 20th Floor
New York, NY 10019

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): July 25, 2024

Designated Filer: York Capital Management Global Advisors, LLC

Signature:

/s/ William Vratton

Name: William Vratton

July 29, 2024

Date
