

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>VALINOR MANAGEMENT, L.P.</u> (Last) (First) (Middle) 510 MADISON AVENUE 25TH FLOOR (Street) NEW YORK NY 10022 (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) 07/11/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/11/2018		A		2,153 ⁽¹⁾	A	(1)	4,174,515 ⁽²⁾	D	
Common Stock, \$ 0.0001 par value	07/11/2018		A		6,126 ⁽¹⁾	A	(1)	11,877,476 ⁽³⁾	D	

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
VALINOR MANAGEMENT, L.P.
 (Last) (First) (Middle)
 510 MADISON AVENUE
 25TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
VALINOR CAPITAL PARTNERS OFFSHORE MASTER FUND, L.P.
 (Last) (First) (Middle)
 C/O VALINOR MANAGEMENT, L.P.
 510 MADISON AVE., 25TH FL.
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Valinor Associates, LLC

(Last) (First) (Middle)

C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVE., 25TH FL.

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Gallo David

(Last) (First) (Middle)

C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVE., 25TH FL.

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

VALINOR CAPITAL PARTNERS, L.P.

(Last) (First) (Middle)

C/O VALINOR MANAGEMENT, L.P.
510 MADISON AVENUE, 25TH 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).

Remarks:

Exhibit 99.1 and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is filed by Designated Filer Valinor Management LP.

Valinor Management, L.P. By:
/s/ David Angstreich Name: 07/13/2018
David Angstreich Title: Chief
Operating Officer

** 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.

Name and Address of Reporting Person: Valinor Management L.P.
510 Madison Avenue, 25th Floor
New York, NY 10022

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

Date of Earliest Transaction to be Reported July 11, 2018
(Month/Day/Year):

Footnotes to Form 4

(1) Represents the number of shares payable by the Issuer as the backstop fee pursuant to that certain Backstop Agreement, dated April 11, 2018, by and between Valinor Management, L.P. (“Valinor Management”) and the Issuer entered into in connection with a private offering by the Issuer of convertible preferred equity and warrants.

(2) Represents 4,174,515 shares directly held by Valinor Capital Partners, L.P. (“Valinor Capital”) (including 342,892 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). Valinor Management serves as investment manager to Valinor Capital. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Valinor Associates, LLC (“Associates”), which serves as general partner to Valinor Capital. Each of Valinor Management, Associates and David Gallo may be deemed to beneficially own the securities held by Valinor Capital and each of Valinor Management, Associates and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

(3) Represents 11,877,476 shares directly held by Capital Partners Offshore Master (including 975,608 shares issuable pursuant to the Merger Agreement upon the satisfaction of certain milestones). Valinor Management serves as investment manager to Capital Partners Offshore Master. David Gallo is the Founder, Managing Partner, and Portfolio Manager of Valinor Management and is the managing member of Associates, which serves as general partner to Capital Partners Offshore Master. Each of Valinor Management, Associates, and David Gallo may be deemed to beneficially own the securities held by Capital Partners Offshore Master and each of Valinor Management, Associates and David Gallo disclaims beneficial ownership of the reported shares, except to the extent of its or his pecuniary interest.

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners Offshore Master Fund, L.P.

Address of Joint Filer: c/o Valinor Management L.P.
510 Madison Avenue, 25th Floor
New York, NY 10022

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

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): July 11, 2018

Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners Offshore Master Fund, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

July 13, 2018

Date

Joint Filer Information

Name of Joint Filer: David Gallo

Address of Joint Filer: c/o Valinor Management L.P.
510 Madison Avenue, 25th Floor
New York, NY 10022

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

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

Date of Earliest Transaction to be Reported (Month/Day/Year): July 11, 2018

Designated Filer: Valinor Management L.P.

Signature:

 /s/ David Gallo
Name: David Gallo

July 13, 2018
Date

Joint Filer Information

Name of Joint Filer: Valinor Associates, LLC
Address of Joint Filer: 510 Madison Avenue, 25th Floor
New York, NY 10022
Relationship of Joint Filer to Issuer: 10% Owner; Director
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction to be Reported
(Month/Day/Year): July 11, 2018
Designated Filer: Valinor Management L.P.

Signature:

Valinor Associates, LLC

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating
Officer

July 13, 2018
Date

Joint Filer Information

Name of Joint Filer: Valinor Capital Partners, L.P.
Address of Joint Filer: 510 Madison Avenue, 25th 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 11, 2018
Designated Filer: Valinor Management L.P.

Signature:

Valinor Capital Partners, L.P.

/s/ David Angstreich

Name: David Angstreich
Title: Chief Operating Officer

July 13, 2018
Date