

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Pre-Effective Amendment No. 1
To
FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NextDecade Corporation
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

46-5723951

(I.R.S. Employer
Identification No.)

3 Waterway Square Place, Suite 400
The Woodlands, Texas 77380
(713) 574-1880

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Krysta De Lima, General Counsel
NextDecade Corporation
3 Waterway Square Place, Suite 400
The Woodlands, Texas 77380
(713) 574-1880

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jeffery K. Malonson
King & Spalding LLP
1100 Louisiana, Suite 4000
Houston, Texas 77002
(713) 751-3200

Carrie A. Ratliff
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

Approximate date of commencement of proposed sale to the public:
From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller Reporting Company

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(4)
Shares of Common Stock, \$0.0001 par value per share	142,279,057	\$ 9.6218	\$ 1,368,980,631(2)	\$ (5)

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover an indeterminate number of additional shares to be offered or issued from stock splits, stock dividends or similar transactions with respect to the shares being registered.

(2) Includes (i) 103,123,858 shares of Common Stock, par value \$0.0001 per share, of the Registrant (“Common Stock”) registered for resale by the Selling Stockholders named in this registration statement, (ii) up to 12,081,895 shares of Common Stock issuable upon the exercise of warrants issued in the Registrant’s initial public offering (the “Warrants”) (iii) up to 19,573,304 shares of Common Stock issuable to certain of our Selling Stockholders upon the Company’s achieving certain milestones (the “Contingent Shares”) and (iv) up to 7,500,000 restricted shares of Common Stock issuable to certain of our Selling Stockholders upon the Company’s achieving certain milestones (the “Restricted Stock”).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices of the Common Stock on The Nasdaq Capital Market (“Nasdaq”) on August 28, 2017.

(4) Calculated by multiplying the estimated aggregate offering price of the securities being registered by 0.0001159.

(5) Fees have already been paid during previous filing of registration statement on Form S-3 dated August 30, 2017, Registration No. 333-220263.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

NextDecade Corporation (“NextDecade” or “Company”) is hereby filing this Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-220263), originally filed on August 30, 2017 (the “Registration Statement”), to include the statement on the facing page regarding delaying amendments. Accordingly, this Pre-Effective Amendment No. 1 consists only of the facing page, this explanatory note, the signature pages to the Registration Statement, and the Consent filed herewith as Exhibit 23.1. The prospectus and Part II of the Registration Statement are unchanged and have been omitted.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Pre-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on August 31, 2017.

NEXTDECADE CORPORATION

By: /s/ Benjamin Atkins
Benjamin Atkins
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Pre-Effective Amendment No. 1 to the registration statement has been signed by the following persons on August 31, 2017 in the capacities indicated.

<u>Name</u>	<u>Title</u>
<u>/s/ Kathleen Eisbrenner</u> Kathleen Eisbrenner	Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Benjamin Atkins</u> Benjamin Atkins	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Eric Garcia</u> Eric Garcia	Chief Accounting Officer (Principal Accounting Officer)
<u>*</u> Brian Belke	Director
<u>*</u> Matthew Bonanno	Director
<u>*</u> David Gallo	Director
<u>*</u> Avinash Kripalani	Director
<u>*</u> David Magid	Director
<u>*</u> Eric S. Rosenfeld	Director
<u>*</u> David D. Sgro	Director
<u>*</u> René van Vliet	Director
<u>*</u> William Vrattos	Director
<u>*</u> Spencer Wells	Director

*By: /s/ Krysta De Lima
Krysta De Lima
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description
1.1*	Form of Underwriting Agreement
2.1(1)	Agreement and Plan of Merger, dated as of April 17, 2017 by and among Harmony Merger Corp., Harmony Merger Sub, LLC, York Credit Opportunities Investments Master Fund, L.P., York Multi-Strategy Master Fund, L.P., York Select Master Fund, L.P., York Global Finance 43, LLC, Valinor Management, L.P., Valinor Capital Partners SPV XXI, LLC, Halcyon Capital Management LP, Halcyon Energy, Power, and Infrastructure Capital Fund Offshore LLC, Halcyon Energy, Power, and Infrastructure Capital Holdings Offshore LLC, Halcyon Energy, Power, and Infrastructure Capital Fund LP, and NextDecade, LLC
3.1(2)	Second Amended and Restated Certificate of Incorporation, dated July 24, 2017
3.2(2)	Bylaws, dated July 24, 2017
4.1(3)	Specimen common share certificate
5.1***	Opinion of King & Spalding LLP
23.1**	Consent of Marcum LLP
23.4***	Consent of King & Spalding LLP (included in Exhibit 5.1)
24.1***	Power of Attorney (included on the signature page to this Registration Statement)

* To be filed, if necessary, after effectiveness of this registration statement by an amendment to the registration statement or incorporated by reference from documents filed or to be filed with the SEC under the Exchange Act.

(1) Incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K, filed April 18, 2017.

(2) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed July 28, 2017.

(3) Incorporated by reference to Exhibit 4.2 of the Amendment No. 2 to the Registrant's Registration Statement on Form S-1, filed October 10, 2014.

** Filed herewith.

*** Previously filed.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Pre-Effective Amendment No. 1 to the Registration Statement of NextDecade Corporation (formerly known as Harmony Merger Corporation) on Form S-3 of our report dated March 10, 2017, which includes an explanatory paragraph as to the NextDecade Corporation's ability to continue as a going concern, with respect to our audits of the financial statements of NextDecade Corporation as of December 31, 2016 and 2015 and for the years ended December 31, 2016 and 2015, and the period from May 21, 2014 (inception) through December 31, 2014 and our report dated May 9, 2017 with the with respect to our audits of the consolidated financial statements of NextDecade LLC and Subsidiaries as of December 31, 2016, 2015 and 2014 and for the years then ended, which report appears in the Schedule 14A (Proxy Statement) of NextDecade Corporation, which is part of this Pre-Effective Amendment No. 1 to the Registration Statement. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Pre-Effective Amendment No. 1 to the Registration Statement.

/s/ Marcum LLP

Marcum LLP
New York, NY
August 30, 2017