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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NextDecade Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:

 - 2) Aggregate number of securities to which transaction applies:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - 4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:

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 - 4) Date Filed:

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**SUPPLEMENT TO THE PROXY STATEMENT
FOR THE SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 15, 2017**

EXPLANATORY NOTE

The following disclosure supplements the definitive proxy statement filed by NextDecade Corporation (the “Company”) with the Securities and Exchange Commission on November 24, 2017 (the “Proxy Statement”) in connection with the solicitation of proxies by the Company’s board of directors for the above-referenced special meeting of stockholders and any adjournment or postponement thereof. There are no other changes to the Proxy Statement or the matters to be considered by the Company’s stockholders. This supplemental information should be read together with the Proxy Statement, which should be read in its entirety. Terms used in this supplement to the Proxy Statement and not otherwise defined herein have the meanings given to them in the Proxy Statement.

**SUPPLEMENTAL DISCLOSURE CONCERNING PROPOSAL 1 – ADOPTION OF THE 2017 OMNIBUS
INCENTIVE PLAN**

As described in the Proxy Statement, the Board is asking you to approve the Company’s 2017 Omnibus Incentive Plan (the “2017 Equity Plan”), which was adopted by the Board on October 10, 2017. The purpose of the 2017 Equity Plan is to further align the interests of eligible participants with those of the Company’s stockholders by providing long-term incentive compensation opportunities tied to the performance of the Company and its common stock.

In connection with Proposal No. 1 (Adoption of the 2017 Omnibus Incentive Plan), the information set forth in the paragraph titled “Eligible Persons” on page 5 of the Proxy Statement is amended by the addition of the **bolded text** below:

Eligible Persons

Persons eligible to receive awards under the 2017 Equity Plan include our employees, non-employee members of our Board, consultants, or other personal service providers of the Company or any of its subsidiaries. **As of November 28, 2017, the Company expects that one non-employee director and approximately 30 employees and 12 independent contractors will be eligible to receive awards under the 2017 Equity Plan. As of November 28, 2017, the Company had no other personal service providers.** The Administrator (as defined below) determines from time to time the participants to whom awards will be granted.
