

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>VALINOR MANAGEMENT, L.P.</b>  (Last) (First) (Middle) <b>510 MADISON AVENUE</b> <b>25TH FLOOR</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NextDecade Corp. [ NEXT ]</b>	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) <b>05/17/2019</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	\$7.5 <sup>(4)</sup>	05/17/2019		A		1,326 <sup>(1)</sup>		(2)	(2)	Common Stock, \$ 0.0001 par value	176,800 <sup>(1)</sup>	\$1,000 <sup>(1)</sup>	1,326	D	
Series B Convertible Preferred Stock	\$7.5 <sup>(4)</sup>	05/17/2019		A		3,774 <sup>(3)</sup>		(2)	(2)	Common Stock, \$ 0.0001 par value	503,200 <sup>(3)</sup>	\$1,000 <sup>(3)</sup>	3,774	D	
Warrants	\$0.01 <sup>(8)</sup>	05/17/2019		A		23,882 <sup>(6)</sup>		(5)	(5)	Common Stock, \$ 0.0001 par value	23,882 <sup>(6)</sup>	(6)	23,882	D	
Warrants	\$0.01 <sup>(8)</sup>	05/17/2019		A		66,618 <sup>(7)</sup>		(5)	(5)	Common Stock, \$ 0.0001 par value	66,618 <sup>(7)</sup>	(7)	66,618	D	

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 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\*

VALINOR CAPITAL PARTNERS, 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\*

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 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)

**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).
6. See Exhibit 99.1 for text of footnote (6).
7. See Exhibit 99.1 for text of footnote (7).
8. See Exhibit 99.1 for text of footnote (8).

**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:

David Angstreich Title: Chief

Operating Officer

05/21/2019

\*\* 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: 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  
(Month/Day/Year): May 17, 2019

Footnotes to Form 4

- (1) Represents 1,300 shares of Series B Convertible Preferred Stock (“Series B Preferred Stock”) issuable to Valinor Capital Partners L.P. (“Valinor Capital”) at a price for \$1,000 per share and 26 shares of Series B Preferred Stock to be paid as the origination fee (which together are convertible initially into 176,800 shares of Common Stock subject to adjustments, including for dividends, as specified in the Certificate of Designations, filed by the Issuer as Exhibit 3.4 to the Quarterly Report on Form 10-Q filed by the Issuer on November 9, 2018 (the “Certificate of Designations”)), in each case, pursuant to the Series B Convertible Preferred Stock Purchase Agreement, by and among the Issuer, Valinor Capital and Valinor Capital Partners Offshore Master Fund (“Valinor Offshore”), L.P., dated as of May 17, 2019 (the “Series B Stock Purchase Agreement”), filed by Valinor Management, L.P. (“Valinor Management”) as Exhibit 11 to Amendment No. 6 to Schedule 13D on or about May 21, 2019 (the “13D Amendment”).
- (2) The Issuer has the option to convert all, but not less than all shares of Series B Preferred Stock into shares of Common Stock at a conversion price of \$7.50 per share, subject to adjustments, on any date on which the volume weighted average trading price of Common Stock for each trading day during any 60 of the prior 90 trading days is equal to or greater than 175% of \$7.50 per share, subject to adjustments and certain terms and conditions, pursuant to the Certificate of Designations. The Issuer must convert all shares of Series B Preferred Stock into shares of Common Stock at a conversion price of \$7.50 on the earlier of (i) 10 business days following a FID Event (as defined in the Certificate of Designations) and (ii) the tenth anniversary of the closing of transactions contemplated by the Purchase Agreement which is expected to occur on or before May 24, 2019 (the “Closing Date”), in each case, subject to adjustments as specified in the Certificate of Designations.
- (3) Represents 3,700 shares of Series B Preferred Stock issuable to Valinor Offshore at a price of \$1,000 per share and 74 shares of Series B Preferred Stock to be paid as the origination fee, in each case, pursuant to the Series B Stock Purchase Agreement, which together are convertible initially into 503,200 shares of Common Stock subject to adjustments, including for dividends, as specified in the Certificate of Designations.
- (4) Subject to certain adjustments as specified in the Certificate of Designations.
- (5) Exercisable by holder before 5 p.m. Central Standard Time on the third anniversary of the Closing Date. Prior to such date, the Issuer can force mandatory exercise if the volume weighted average trading price of shares of Common Stock for each trading day during any 60 of the 90 prior trading days is equal to or greater than 175% of \$7.50 per share of Common Stock, subject to adjustments as specified in the Series B Warrant Agreement contemplated by the Series B Purchase Agreement (the “Series B Warrant Agreement”), filed by Valinor Management as Exhibit 13 to the 13D Amendment.
- (6) Represents warrants issuable to Valinor Capital with the shares of Series B Preferred Stock for no additional consideration, pursuant to the Series B Warrant Agreement, which are exercisable initially into an equal number of shares of Common Stock, subject to adjustments as specified in the Series B Warrant Agreement.
- (7) Represents warrants issuable to Valinor Offshore with the shares of Series B Preferred Stock for no additional consideration, pursuant to the Series B Warrant Agreement, which are exercisable initially into an equal number of shares of Common Stock, subject to adjustments as specified in the Series B Warrant Agreement.
- (8) Subject to certain adjustments as specified in the Series B Warrant Agreement.

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): May 17, 2019

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

May 21, 2019

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): May 17, 2019

Designated Filer: Valinor Management, L.P.

**Signature:**

/s/ David Gallo  
Name: David Gallo

May 21, 2019  
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): May 17, 2019

Designated Filer: Valinor Management, L.P.

**Signature:**

Valinor Associates, LLC

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

May 21, 2019

Date

Joint Filer Information

Name of Joint Filer: Valinor Management, 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: May 17, 2019

Designated Filer: Valinor Management, L.P.

**Signature:**

Valinor Management, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

May 21, 2019

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): May 17, 2019  
Designated Filer: Valinor Management. L.P.

**Signature:**

Valinor Capital Partners, L.P.

/s/ David Angstreich

Name: David Angstreich

Title: Chief Operating Officer

May 21, 2019

Date