

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* <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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/05/2021	
	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			
Common Stock, \$ 0.0001 par value	08/05/2021		J		1,101,539 ⁽¹⁾	D	(1)	18,449,795	I	See note ⁽³⁾
Common Stock, \$ 0.0001 par value	08/06/2021		J		3,712,432 ⁽¹⁾	D	(1)	14,737,363 ⁽²⁾	I	See note ⁽³⁾
Common Stock, \$ 0.0001 par value								307,403 ⁽⁴⁾	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)
				Code	V	(A)	(D)	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*
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 Associates, LLC

(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. Represents shares distributed by VND Partners, L.P. ("VND Partners") to its limited partners on a pro-rata basis, for no additional consideration.
2. Represents 3,832,630 shares directly held by Valinor Capital Partners, L.P. ("Valinor Capital") and 10,904,733 shares directly held by Valinor Capital Partners Offshore Master Fund, L.P. ("Valinor Capital Offshore").
3. Valinor Management, L.P. ("Valinor Management") serves as investment manager to Valinor Capital, Valinor Capital Offshore and VND Partners. 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, Valinor Capital Offshore and VND Partners. Each of Valinor Management, Associates and David Gallo may be deemed to beneficially own the securities held by Valinor Capital, Valinor Capital Offshore and VND Partners 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.
4. Represents shares directly held by David Gallo following the reported transactions.

Remarks:

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

By: See Exhibit 99.1 for
signatures

08/09/2021

** 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.

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: 10% Owner

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

Date of Earliest Transaction to be Reported
(Month/Day/Year): August 5, 2021

Designated Filer: Valinor Management L.P.

Signature:

/s/ David Gallo

Name: David Gallo

August 9, 2021

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
Issuer Name and Ticker or Trading Symbol: NextDecade Corporation [NEXT]
Date of Earliest Transaction to be Reported
(Month/Day/Year): August 5, 2021
Designated Filer: Valinor Management L.P.

Signature:

Valinor Associates, LLC

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

August 9, 2021

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

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

Date of Earliest Transaction to be Reported: August 5, 2021

Designated Filer: Valinor Management L.P.

Signature:

Valinor Management, L.P.

/s/ David Gallo

Name: David Gallo

Title: Managing Partner

August 9, 2021

Date