

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

**SCHEDULE 13D**  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**NextDecade Corporation**

(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of class of securities)

65342K105  
(CUSIP number)

Halcyon Capital Halcyon Management L.P.  
477 Madison Avenue, 8th Floor  
New York, New York 10022  
212-303-9400

With copies to:  
Jackie Cohen  
Weil Gotshal & Manges, LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

(Name, address and telephone number of person authorized to receive notices and communications)

October 16, 2017  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

CUSIP No. 65342K105

<b>1</b>	NAMES OF REPORTING PERSON Halcyon Mount Bonnell Fund LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS. OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 2,649,914
	<b>8</b>	SHARED VOTING POWER 0
	<b>9</b>	SOLE DISPOSITIVE POWER 2,649,914
	<b>10</b>	SHARED DISPOSITIVE POWER 0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,649,914	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.49%	
<b>14</b>	TYPE OF REPORTING PERSON PN	

CUSIP No. 65342K105

<b>1</b>	NAMES OF REPORTING PERSON HLTS GP LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS. OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER	0
	<b>8</b>	SHARED VOTING POWER	2,649,914*
	<b>9</b>	SOLE DISPOSITIVE POWER	0
	<b>10</b>	SHARED DISPOSITIVE POWER	2,649,914*
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,649,914*		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.49%*		
<b>14</b>	TYPE OF REPORTING PERSON OO		

\*Includes shares owned by Halcyon Mount Bonnell Fund L.P.

CUSIP No. 65342K105

<b>1</b>	NAMES OF REPORTING PERSON HCN LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 4,075,530
	<b>8</b>	SHARED VOTING POWER 0
	<b>9</b>	SOLE DISPOSITIVE POWER 4,075,530
	<b>10</b>	SHARED DISPOSITIVE POWER 0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,075,530	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.83%	
<b>14</b>	TYPE OF REPORTING PERSON PN	

CUSIP No. 65342K105

<b>1</b>	NAMES OF REPORTING PERSON HCN GP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 4,075,530*
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 4,075,530*
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,075,530*	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.83%*	
<b>14</b>	TYPE OF REPORTING PERSON PN	

\*Includes shares owned by HCN LP.

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> Halcyon Energy, Power & Infrastructure Capital Holdings LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 1,747,176
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 1,747,176
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,747,176	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 1.64%	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> OO	

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> First Series of HDML Fund I LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 636,745
	<b>8</b>	<b>SHARED VOTING POWER</b> 1,747,176*
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 636,745
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 1,747,176*
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,383,921*	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 2.24%	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> OO	

\*Includes shares owned by Halcyon Energy, Power &amp; Infrastructure Capital Holdings LLC.

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> HDML Asset LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 636,745
	<b>8</b>	<b>SHARED VOTING POWER</b> 1,747,176*
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 636,745
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 1,747,176*
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,383,921*	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 2.24%*	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> OO	

\*Includes shares owned by Halcyon Energy, Power &amp; Infrastructure Capital Holdings LLC and First Series of HDML Fund I LLC.



CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> Halcyon Master Fund L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 432,665 <sup>†</sup>
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 432,665 <sup>†</sup>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 432,665 <sup>†</sup>	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 0.41% <sup>†</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> PN	

<sup>†</sup> Includes 107,500 Shares underlying Warrants that are currently exercisable.

CUSIP No. 65342K105

<b>1</b>	NAMES OF REPORTING PERSON Halcyon Asset LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 432,665*†
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 432,665*†
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 432,665*†	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.41%*†	
<b>14</b>	TYPE OF REPORTING PERSON PN	

\*Includes shares owned by Halcyon Master Fund, L.P.

† Includes 107,500 Shares underlying Warrants that are currently exercisable.

CUSIP No. 65342K105

<b>1</b>	NAMES OF REPORTING PERSON Avinash Kripalani	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 9,542,030*†
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 9,542,030*†
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,542,030*†	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.97%*†	
<b>14</b>	TYPE OF REPORTING PERSON IN	

\*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power & Infrastructure Capital Holdings LLC, First Series of I HDML Fund LLC and Halcyon Master Fund, L.P.

† Includes 107,500 Shares underlying Warrants that are currently exercisable.

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> Jason Dillow	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 9,542,030*†
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 9,542,030*†
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 9,542,030*†	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 8.97%*†	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> IN	

\*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power & Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Master Fund, L.P.

† Includes 107,500 Shares underlying Warrants that are currently exercisable.

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Kevah Konner	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 9,542,030*†
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 9,542,030*†
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 9,542,030*†	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 8.97%*†	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> IN	

\*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power & Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Master Fund, L.P.

† Includes 107,500 Shares underlying Warrants that are currently exercisable.

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> John Bader	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 9,542,030*†
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 9,542,030*†
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 9,542,030*†	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 8.97%*†	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> IN	

\*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power & Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Master Fund, L.P.

† Includes 107,500 Shares underlying Warrants that are currently exercisable.

CUSIP No. 65342K105

<b>1</b>	<b>NAMES OF REPORTING PERSON</b> Halcyon Capital Management LP	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> OO	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 9,542,030*†
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 9,542,030*†
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 9,542,030*†	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 8.97%*†	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> PN	

\*Includes shares owned by Halcyon Mount Bonnell Fund LP, HCN LP, Halcyon Energy, Power & Infrastructure Capital Holdings LLC, First Series of HDML Fund I LLC and Halcyon Master Fund, L.P.

† Includes 107,500 Shares underlying Warrants that are currently exercisable.

This Amendment No. 1 (“Amendment No. 1”) amends the Schedule 13D originally filed with the U.S. Securities and Exchange Commission (the “Commission”) on August 3, 2017 (as amended, the “Statement”), and is filed by the Reporting Persons with respect to the common stock, \$0.0001 par value per share (“Shares”), of NextDecade Corporation (the “Issuer”). Capitalized terms used herein but not defined shall have the meaning given to them in the Statement.

**Item 4. Purpose of Transaction.**

Item 4 is amended and supplemented as follows:

As disclosed on the Issuer’s Current Report filed with the Commission on September 8, 2017, the Issuer received notice from the Staff of the Listing Qualifications Department of Nasdaq indicating that the Issuer was not in compliance with Nasdaq Listing Rules 5550(a)(3) and 5515(a)(4), requiring a minimum number of round lot holders for the Issuer’s Shares and warrants, respectively. On October 16, 2017, as part of the Issuer’s plan to regain compliance with Nasdaq Listing Rules, the Issuer released one percent (1%) of the Shares held by the certain of the Reporting Persons from certain restrictions contained in the lock-up agreements executed in connection with the Merger, as further described in Item 6 of this Amendment No. 1. As disclosed by the Issuer, the Issuer may release up to a total of five percent (5%) of the Shares held by the Reporting Persons from such lock-up agreement restrictions. The Reporting Persons anticipate selling the number of Shares that the Issuer releases from such lock-up agreement restrictions, for the sole purpose of assisting the Issuer in its plan to regain compliance with Nasdaq Listing Rules.

On October 11, 2017, the Issuer filed with the Commission a prospectus for the registered sale of certain of its securities by the selling stockholders named in the Registration prospectus, including up to 9,434,930 Shares that may be sold directly or indirectly by the Reporting Persons.

**Item 5. Interests in the Securities of the Issuer.**

Item 5 is amended and restated as follows:

The responses set forth on rows 7 through 13 of the cover pages of this Statement, as of the date hereof, are incorporated by reference in this Item 5.

(a) and (b) The following responses are based on 106,274,527 Shares issued and outstanding of the Issuer (“Outstanding Shares”) as of October 10, 2017, as reported in the Issuer’s prospectus filed with the Commission on October 11, 2017, or, where so indicated, 106,382,027 Shares (“Outstanding Shares Including Warrants”), which amount includes 107,500 warrants that are currently exercisable at an exercise price of \$11.50 per Share (“Warrants”).

As of the date hereof, the Reporting Persons beneficially own, in the aggregate 9,434,530 Shares and 107,500 Warrants, which represent approximately 8.97% of the Outstanding Shares Including Warrants.

As of the date hereof, Mount Bonnell directly holds 2,649,914 Shares, which represents approximately 2.49% of the Outstanding Shares; HDML directly holds 636,745 Shares, which represents approximately 0.60% of the Outstanding Shares; HCN directly holds 4,075,530 Shares, which represents approximately 3.83% of the Outstanding Shares; HEPI directly holds 1,747,176 Shares, which represents approximately 1.64% of the Outstanding Shares; and Master Fund directly holds 325,165 Shares and 107,500 Warrants, which represent approximately 0.41% of the Outstanding Shares Including Warrants.

HLTS is the general partner of Mount Bonnell. HCN GP is the general partner of HCN. HDML Asset is the investment member of HDML. Halcyon Management is the investment manager for each of Mount Bonnell, HCN, HEPI and HDML. Investment decisions of Halcyon Management are made by a three person Halcyon Management committee, including Jason Dillow and Kevah Konner, each of whom has individual decision-making authority. John Bader is the CEO of Halcyon Management. Avinash Kripalani is a Principal at Halcyon Management.



The aggregate number and percentage of the Shares beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D.

(c) None of the Reporting Persons have effected any transaction in the Shares in the 60 days prior to filing this Amendment No. 1.

(d) To the knowledge of the Reporting Persons, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer reported on this Statement.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The responses to Item 4 and Item 5 are incorporated herein by reference. Item 6 is further supplemented and amended as follows:

*Lock-up Agreements Release Letter*

Pursuant to a lock-up release letter from the Issuer dated October 16, 2017, which is attached hereto as Exhibit 10.6, the Issuer released one percent (1%) of the Shares held by certain of the Reporting Persons, which is equal to 94,346 Shares, from the transfer restrictions contained in the lock-up agreements between the Issuer and such Reporting Persons for the purpose of assisting the Issuer in its plan to regain compliance with Nasdaq Listing Rules.

**Item 7. Material to Be Filed as Exhibits**

Item 7 is amended and supplemented as follows:

10.6\* Lock-Up Agreement Release Letter, dated October 16, 2017

\* Filed herewith.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 17, 2017

Halcyon Mount Bonnell Fund LP

By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

HLTS GP LLC

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

HCN LP

By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

HCN GP LLC

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

Halcyon Energy, Power & Infrastructure Capital Holdings LLC  
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

First Series of HDML Fund I LLC  
By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

HDML Asset LLC

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

Halcyon Master Fund LP  
By: Halcyon Asset LLC, its General Partner

/s/ Suzanne McDermott  
Name: Suzanne McDermott  
Title: Chief Compliance Officer

/s/ John Freese  
Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017  
Date

October 17, 2017  
Date

/s/ Suzanne McDermott

Name: Suzanne McDermott  
Title: Chief Compliance Officer

October 17, 2017

Date

/s/ John Freese

Name: John Freese  
Title: Senior Corporate Counsel

October 17, 2017

Date

/s/ Avinash Kripalani

Name: Avinash Kripalani  
Title:

October 17, 2017

Date

/s/ Jason Dillow

Name: Jason Dillow  
Title:

October 17, 2017

Date

/s/ Kevah Konner

Name: Kevah Konner  
Title:

October 17, 2017

Date

/s/ John Bader

Name: John Bader  
Title:

October 17, 2017

Date

[10.6\\*](#) Lock-Up Agreement Release Letter, dated October 16, 2017

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\* Filed herewith.

**NEXTDECADE CORPORATION.**

3 Waterway Square Place, Suite 400  
The Woodlands, Texas 77380

October 16, 2017

**VIA EMAIL**

Halcyon Capital Management LP  
477 Madison Avenue, 8th Floor  
New York, New York 10022

**Re: Removal of Restrictive Legend – NextDecade Corporation**

Ladies and Gentlemen:

As manager for each of the funds affiliated with Halcyon Capital Management LP (“Halcyon”) that holds shares in NextDecade Corporation (the “Company”) (collectively, the “Halcyon Entities”), you may be aware that on October 5, 2017 the board of directors of the Company approved, pursuant to Section 7.10 of the Agreement and Plan of Merger by and among the Company, Harmony Merger Sub, LLC, NextDecade, LLC and other signatories thereto, the release of up to a certain number of shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), from certain restrictions of the lock-up agreements between the Company and certain Company stockholders (the “Lock-up Legend”) for the purpose of assisting the Company to regain compliance with The Nasdaq Capital Market’s initial listing requirements.

As a result, up to 94,346 shares held by the Halcyon Entities are no longer subject to the transfer restrictions contained in the lock-up agreements between the Halcyon Entities and the Company, dated July 24, 2017. Except as expressly released hereby, such lock-up agreements remain in full force and effect.

I will promptly instruct Continental Stock Transfer & Trust Company, as the Company’s transfer agent, to remove the Lock-up Legend applicable to up to all these shares.

If you have any questions regarding this letter, please feel free to call me at (832) 403-2198.

Very truly yours,

/s/ Krysta De Lima

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Krysta De Lima  
General Counsel

cc: Gabriel Gutierrez, NextDecade Corporation  
Jeffery K. Malonson, King & Spalding LLP

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