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 \Box .

	COSIP	10. 0534	2K105								
	NAMES	OF DEDO	DETING REPOON		_						
1		NAMES OF REPORTING PERSON Halcyon Mount Bonnell Fund LP									
	_		ROPRIATE BOX IF A MEMBER OF A GROUP	(a)	_						
2	CHECK	INC AFF	ROPRIATE BOX IF A MEMBER OF A GROOP	(a) (b)							
	SEC US	E ONLY									
3											
_	SOURCE	E OF FUN	DS.								
4	00										
E	CHECK	IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO I	TEMS 2(D) OR 2(E)							
5											
6	CITIZEN	SHIP OR	PLACE OF ORGANIZATION								
0	Delawar	e									
		7	SOLE VOTING POWER								
			2,649,914								
NUMBER OF G	PERSON 9	0	SHARED VOTING POWER								
BENEFICIA OWNED BY		LY	0								
REPORTING F		0	SOLE DISPOSITIVE POWER								
WITH		9	2,649,914								
									10	SHARED DISPOSITIVE POWER	
		10	0								
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON										
	2,049,914										
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES								
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)										
13	2.49%	O. OL									
		F REPOR	TING PERSON								
14	PN										

2

	CUSIP	No. 6534	2K105						
			•						
1		IAMES OF REPORTING PERSON HLTS GP LLC							
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠							
3	SEC USI	SEC USE ONLY							
4	SOURCE OO	SOURCE OF FUNDS.							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)								
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
NUMBER OF S	SHARES	7	SOLE VOTING POWER 0 SHARED VOTING POWER						
BENEFICIA OWNED BY REPORTING F WITH	EACH	9	2,649,914* SOLE DISPOSITIVE POWER 0						
		10	SHARED DISPOSITIVE POWER 2,649,914*						
11	2,649,91		DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCEN 2.49%*	IT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)						
14	TYPE OF	TYPE OF REPORTING PERSON							

	CUSIP	No. 6534	42K105						
	 	OF 5== 1	PRTING PERSON						
1	NAMES	OF REPO	DRTING PERSON						
	HCN LP	HCN LP							
	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆					
2	CHECK	1111 2 A1 1	NOT NATE BOX II A MEMBER OF A GROOT	(a) □					
-									
	SEC USI	E ONLY							
3									
)									
_	SOURCE	OF FUN	IDS						
4	00								
-	CHECK	IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)						
5									
	CITIZEN	SHID UD	PLACE OF ORGANIZATION						
6			FLACE OF ORGANIZATION						
O	Cayman	Cayman Islands							
	l		SOLE VOTING POWER						
	7		4.075 520						
		_	4,075,530						
			SHARED VOTING POWER						
NUMBER OF S	ALLY		0						
BENEFICIA OWNED BY									
REPORTING P	ERSON	erson 9	SOLE DISPOSITIVE POWER						
WITH			4,075,530						
			SHARED DISPOSITIVE POWER						
		10							
		10	0						
	AGGRE	GATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	4,075,53								
	4,075,55	U							
4.0	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12									
12	PERCEN	IT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)						
13	3.83%	3.83%							
	TYPE O	F REPOR	TING PERSON						
14		ILLI OIL							
	PN	PN							
	<u> </u>								

4

	CUSIP	No. 6534	2K105							
				=				-		
1		NAMES OF REPORTING PERSON HCN GP								
2	CHECK.	THE APP	ROPRIATE BOX	(IF A MEMBER	OF A GROU	UP				(a) □ (b) ⊠
3	SEC USI	E ONLY								
4	SOURCE 00	SOURCE OF FUNDS OO								
5	CHECK	IF DISCL	OSURE OF LEG	AL PROCEEDI	NGS IS REQ	UIRED PUR	SUANT TO	ITEMS 2(D) OR	2(E)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
1		7	SOLE VOTING 0 SHARED VOTII							
NUMBER OF S BENEFICIA OWNED BY REPORTING F WITH	ALLY EACH	9	4,075,530* SOLE DISPOSI	TIVE POWER						
•••••		10	0 SHARED DISPO 4,075,530*	OSITIVE POWE	:R					
11	AGGRE 0 4,075,53		OUNT BENEFIC	CIALLY OWNED	BY EACH F	REPORTING	PERSON			
12	CHECK	IF THE A	GGREGATE AM	OUNT IN ROW	(11) EXCLU	IDES CERTAI	IN SHARES			
13	PERCEN 3.83%*	IT OF CL	ASS REPRESEN	NTED BY AMOU	JNT IN ROW	/ (11)				
14	TYPE OF REPORTING PERSON									

	CUSIP	No. 6534	2K105						
4	NAMES (NAMES OF REPORTING PERSON							
1	Halcyon	Halcyon Energy, Power & Infrastructure Capital Holdings LLC							
	OUEOK		DODDIATE DOV	-	- 4 000110			(-) [
2	CHECK	THE APP	ROPRIATE BOX	IF A MEMBER OF	- A GROUP			(a) □ (b) ⊠	
	2								
	SEC USE	= ONLY							
3	3LC 03L	LONLI							
J									
	SOURCE	OF FUN	IDS						
4	00								
_	00								
	CHECK I	F DISCL	OSURE OF LEGA	AL PROCEEDINGS	S IS REQUIRED PURS	UANT TO I	TEMS 2(D) OR 2(E)		
5									
	CITIZENS	SHIP OR	PLACE OF ORG	ANIZATION					
6	Delaware								
			SOLE VOTING	DOWER					
		7	SOLE VOTING I	POWER					
			1,747,176						
			SHARED VOTIN	IG POWER					
NUMBER OF S	HARES 8		.0.1011211						
BENEFICIA	ALLY	,	0						
OWNED BY REPORTING F			SOLE DISPOSIT	TIVE POWER					
WITH		9	1,747,176						
			1,/4/,1/0						
			SHARED DISPO	SITIVE POWER					
		10	0						
4.4	AGGREC	SATE AN	OUNT BENEFIC	IALLY OWNED BY	EACH REPORTING P	PERSON			
11	1,747,17	6							
	CHECK	E THE A	CODECATE AM	DUNT IN DOM (44)	\ EVOLUBER CERTAIN	N CHAREC			
12	CHECK	FIHEA	GGREGATE AMO	JUNI IN ROW (11)) EXCLUDES CERTAIN	N SHARES			
12									
	PERCEN	IT OF CL	ASS REPRESEN	TED BY AMOUNT	IN ROW (11)				
13					()				
	1.64%								

TYPE OF REPORTING PERSON

14

00

	Schedule 13D	
CUSIP No. 65342K105		
NAMES OF REPORTING PERSO	N	

	NAMES	OF REPO	DRTING PERSON					
1	First Seri	es of HD	ML Fund I LLC					
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)						
3	SEC USE	SEC USE ONLY						
4	SOURCE 00	SOURCE OF FUNDS OO						
5	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)						
6		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7 8 9 10	SOLE VOTING POWER 636,745 SHARED VOTING POWER 1,747,176* SOLE DISPOSITIVE POWER 636,745 SHARED DISPOSITIVE POWER 1,747,176*					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,383,921*							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES							
13	2.24%	T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF	REPOR	TING PERSON					

^{*}Includes shares owned by Halcyon Energy, Power & Infrastructure Capital Holdings LLC.

	Schedule 13D	
CUSIP No. 65342K105		

1	NAMES	OF REPO	DRTING PERSON				
1	HDML A	Asset LLO					
_	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
2	(b) ⊠						
2	SEC USE	ONLY					
3	3						
Λ	IDS						
4	00						
E	CHECK I	F DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
5							
•	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
6	Delaware	ā					
		_	SOLE VOTING POWER				
		7	636,745				
		_	SHARED VOTING POWER				
NUMBER OF BENEFIC	ALLY	8	1,747,176*				
OWNED BY REPORTING	PERSON	^	SOLE DISPOSITIVE POWER				
WITH	1	9	636,745				
		40	SHARED DISPOSITIVE POWER				
		10	1,747,176*				
44	AGGREC	SATE AN	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	2,383,92	1*					
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
12							
10	PERCEN	ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.24%*	2.24%*					
1.4	TYPE OF	REPOR	TING PERSON				
14	00						

^{*}Includes shares owned by Halcyon Energy, Power & Infrastructure Capital Holdings LLC and First Series of HDML Fund I LLC.

	Schedule 13D	_
CUSIP No. 65342K105		

	NAMES	OF REPO	DRTING PERSON					
1	Halcyon	Halcyon Master Fund L.P.						
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)						
3	SEC USI	SEC USE ONLY						
4	SOURCE 00	SOURCE OF FUNDS OO						
5	CHECK	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)						
6	CITIZEN Cayman		PLACE OF ORGANIZATION					
	,	7	SOLE VOTING POWER 432,665 [†]					
NUMBER OF S	ALLY	8	SHARED VOTING POWER 0					
OWNED BY REPORTING F WITH	PERSON	9	SOLE DISPOSITIVE POWER $432,665^{\dagger}$					
		10	SHARED DISPOSITIVE POWER 0					
11	AGGRE 0		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCEN 0.41% [†]	IT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF	F REPOR	TING PERSON					

 $^{^\}dagger$ Includes 107,500 Shares underlying Warrants that are currently exercisable.

	_	
CUSIP No. 65342K105		

	NAMES OF REPORTING PERSON						
1	Halcyon	Asset LI	.C				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)						
3	SEC USE	SEC USE ONLY					
4	SOURCE 00	OF FUN	IDS				
5	CHECK I	F DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
6	Cayman		PLACE OF ORGANIZATION				
NUMBER OF BENEFICI OWNED BY REPORTING WITH	ALLY EACH PERSON	7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 432,665*† SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 432,665*†				
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 432,665*†					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13 PERCENT OF 0.41%*†			ASS REPRESENTED BY AMOUNT IN ROW (11)				
14	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	110. 0554	2K105		
1		OF REPO Kripalani	ORTING PERSON		
2	CHECK.	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP		(a) □ (b) ⊠
3	SEC USI	E ONLY			
4	SOURCE 00	OF FUN	DS		
5	CHECK	IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO I	ITEMS 2(D) OR 2(E)	
6	CITIZEN Cayman		PLACE OF ORGANIZATION		
		7	SOLE VOTING POWER 0		
NUMBER OF S BENEFICIA	ALLY	8	SHARED VOTING POWER 9,542,030*†		
OWNED BY EACH REPORTING PERSON WITH		9	SOLE DISPOSITIVE POWER 0		
		10	SHARED DISPOSITIVE POWER 9,542,030*†		
11	9,542,03		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		

TYPE OF REPORTING PERSON

13

14

8.97%*†

ΙN

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

^{*}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.

	Schedule 13D	
CUSIP No. 65342K105		

_	NAMES OF REPORTING PERSON						
1	Jason Di	llow					
2	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠			
3	SEC US	E ONLY					
4	SOURCE OF FUNDS OO						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)						
6	CITIZEN Cayman		PLACE OF ORGANIZATION				
		7	SOLE VOTING POWER 0				
NUMBER OF S BENEFICIA OWNED BY	ALLY	8	SHARED VOTING POWER 9,542,030* [†]				
REPORTING F	PERSON	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 9,542,030*†				
11	9,542,03		IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.97%*†						
14	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 HDML Fund I LLC and Halcyon Master Fund, L.P.
† Includes 107,500 Shares underlying Warrants that are currently exercisable.

	Schedule 13D	
CUSIP No. 65342K105		

	NAMES OF REPORTING PERSONS						
1	Kevah K	Conner					
2	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠			
3	SEC US	E ONLY					
4	SOURCE OF FUNDS OO						
5	CHECK	IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
6	CITIZEN Cayman		PLACE OF ORGANIZATION				
		7	SOLE VOTING POWER 0				
NUMBER OF S BENEFICIA OWNED BY	ALLY	8	SHARED VOTING POWER 9,542,030* [†]				
REPORTING F	PERSON	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 9,542,030*†				
11	9,542,03		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.97%*†						
14	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 HDML Fund I LLC and Halcyon Master Fund, L.P.
† Includes 107,500 Shares underlying Warrants that are currently exercisable.

	Schedule 13D	
CUSIP No. 65342K105		

1	NAMES OF REPORTING PERSON					
1	John Ba	der				
2	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) ⊠		
3	SEC US	E ONLY				
4	SOURCE OO	E OF FUN	DS			
5	CHECK	IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)			
6	CITIZEN Cayman		PLACE OF ORGANIZATION			
NUMBER OF SHARES		7	SOLE VOTING POWER 0 SHARED VOTING POWER			
BENEFICIA OWNED BY REPORTING P WITH	EACH	9	9,542,030*† SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 9,542,030*†			
11	9,542,03		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK	IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCEN 8.97%*†	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.97%*†				
14	TYPE OI	F REPOR	TING PERSON			

^{*}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.

	Schedule 13D	
CUSIP No. 65342K105		
NAMES OF REPORTING PERS	DN	

	NAMES OF REPORTING PERSON						
1	Halcyon	Capital I	Management LP				
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b)					
3	SEC USE	SEC USE ONLY					
4	SOURCE 00	OF FUN	IDS				
5	CHECK I	F DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)				
6	Cayman		PLACE OF ORGANIZATION				
NUMBER OF BENEFICI OWNED BY REPORTING WITH	ALLY EACH PERSON	7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 9,542,030*† SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 9,542,030*†				
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,542,030*†					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.97%*†						
14	TYPE OF REPORTING PERSON 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 /s/ John Freese

Name: Suzanne McDermott Name: John Freese

Title: Chief Compliance Officer Title: Senior Corporate Counsel

October 17, 2017 October 17, 2017

Date Date

HLTS GP LLC

/s/ Suzanne McDermott /s/ John Freese

Name: Suzanne McDermott Name: John Freese

Title: Chief Compliance Officer Title: Senior Corporate Counsel

<u>October 17, 2017</u> <u>October 17, 2017</u>

Date Date

HCN LP

By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott /s/ John Freese

Name: Suzanne McDermott Name: John Freese

Title: Chief Compliance Officer Title: Senior Corporate Counsel

October 17, 2017 October 17, 2017

Date Date

HCN GP LLC

/s/ Suzanne McDermott /s/ John Freese

Name: Suzanne McDermott Name: John Freese

Title: Chief Compliance Officer Title: Senior Corporate Counsel

October 17, 2017 October 17, 2017

Date 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

Name: John Freese Title: Senior Corporate Counsel

<u>October 17, 2017</u> <u>October 17, 2017</u>

Date

Date

First Series of HDML Fund I LLC

By: Halcyon Capital Management LP, its Manager

/s/ Suzanne McDermott /s/ John Freese

Name: Suzanne McDermott

Title: Chief Compliance Officer Title: Senior Corporate Counsel

<u>October 17, 2017</u> <u>October 17, 2017</u>

Date Date

HDML Asset LLC

/s/ Suzanne McDermott /s/ John Freese

Name: Suzanne McDermott Name: John Freese

Title: Chief Compliance Officer Title: Senior Corporate Counsel

October 17, 2017 October 17, 2017

Date Date

Halcyon Master Fund LP

By: Halcyon Asset LLC, its General Partner

/s/ Suzanne McDermott /s/ John Freese

Name: Suzanne McDermott Name: John Freese

Title: Chief Compliance Officer Title: Senior Corporate Counsel

October 17, 2017 October 17, 2017

Date Date

Halcyon Asset LLC

/s/ Suzanne McDermott

Name: Suzanne McDermott

Title: Chief Compliance Officer

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 Freese

Name: John Freese

Title: Senior Corporate Counsel

October 17, 2017

Date

Title:

October 17, 2017

Date

/s/ John Bader

Name: John Bader

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

* 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

Krysta De Lima General Counsel

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