

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>York Tactical Energy Holdings, LLC</u> (Last) (First) (Middle) C/O YORK CAPITAL MANAGEMENT LP, 767 FIFTH AVENUE, 17TH FLOOR (Street) NEW YORK NY 10153 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2019	3. Issuer Name and Ticker or Trading Symbol <u>NextDecade Corp.</u> [NEXT]	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(5)	(5)	Common Stock, \$0.0001 par value	680,000 ⁽⁴⁾⁽⁶⁾	7.5 ⁽⁵⁾	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Series B Warrants	(9)	(9)	Common Stock, \$0.0001 par value	89,243 ⁽⁷⁾⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾	0.01	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*
York Tactical Energy Holdings, LLC
 (Last) (First) (Middle)
 C/O YORK CAPITAL MANAGEMENT LP,
 767 FIFTH AVENUE, 17TH FLOOR
 (Street)
 NEW YORK NY 10153
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
York Tactical Energy Fund, L.P.
 (Last) (First) (Middle)
 C/O YORK CAPITAL MANAGEMENT, L.P.
 767 FIFTH AVENUE, 17TH FLOOR
 (Street)
 NEW YORK NY 10153
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
York Tactical Energy Fund PIV-AN L.P.
 (Last) (First) (Middle)
 C/O YORK CAPITAL MANAGEMENT, L.P.

767 FIFTH AVENUE, 17TH FLOOR

(Street)

NEW YORK

NY

10153

(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).
9. See Exhibit 99.1 for text of footnote (9).
10. See Exhibit 99.1 for text of footnote (10).
11. See Exhibit 99.1 for text of footnote (11).

Remarks:

Exhibit 99.1 (Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference.

York Tactical Energy Holdings,
LLC By: /s/ Richard Swanson 05/28/2019
Name: Richard Swanson Title:
General Counsel

** 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 5 (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: York Tactical Energy Holdings, LLC
767 Fifth Avenue
New York, NY 10153

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

Date Event Requiring Statement
(Month/Day/Year): May 17, 2019

Footnotes to Form 3

(1) This statement is being filed by the following Reporting Persons: York Tactical Energy Holdings, LLC (“York Tactical GP”), York Tactical Energy Fund, L.P. (“York Tactical”) and York Tactical Energy Fund PIV-AN, L.P. (“York Tactical PIV-AN”).

(2) York Capital Management Global Advisors LLC (“YGA”) is the sole managing member of York Tactical Energy Holdings, LLC, which is the general partner of York Tactical and York Tactical PIV-AN. Mr. Bonnano is a Partner and Co-Head of North American Credit at York Capital Management, L.P. (“York Capital”) and director of the Issuer. Mr. Magid is a Research Analyst at York Capital and a director of the Issuer. Mr. Vratos is a Partner and Co-Chief Investment Officer at York Capital and director of the Issuer. YGA, Matthew Bonnano, David Magid, and William Vratos each reported their indirect ownership of the Issuer’s securities on a Form 4 filed with the Securities and Exchange Commission on May 21, 2019.

(3) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its or his pecuniary interest.

(4) Represents 1,700 shares of Series B Convertible Preferred Stock (the “Series B Preferred Shares”) issued to York Tactical (comprised of 1,667 issued for \$1,000 per share and 33 issued as the origination fee), convertible initially into 226,667 shares of Common Stock, and 3,400 Series B Preferred Shares issued to York Tactical PIV-AN (comprised of 3,333 to be issued for \$1,000 per share and 67 issued as the origination fee), convertible initially into 453,333 shares of Common Stock, in each case, pursuant to that certain Series B Convertible Preferred Stock Purchase Agreement, by and among York Tactical, York Tactical PIV-AN and the Issuer, dated as of May 17, 2019 (the “Series B Purchase Agreement”) filed by YGA as Exhibit 10.20 to Amendment No. 6 to Schedule 13D on May 22, 2019 (the “13D Amendment”), and in accordance with 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”).

(5) The Issuer has the option to convert all, but not less than all of the Series B Preferred Shares 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 Series B Preferred Shares 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) May 24, 2029, in each case, subject to adjustments, including for dividends, as specified in the Certificate of Designations.

(6) Subject to certain adjustments as specified in the Certificate of Designations.

(7) Represents 30,166 Series B Warrants issuable to York Tactical; and 59,077 Series B Warrants issuable to York Tactical PIV-AN, in each case, with the Series B Preferred Shares pursuant to the Series B Purchase Agreement.

(8) Subject to certain adjustments as specified in the Series B Warrant Agreement contemplated by the Series B Purchase Agreement (the “Series B Warrant Agreement”), filed by YGA as Exhibit 13 to the 13D Amendment.

- (9) Exercisable by holder before 5 p.m. Central Standard time on May 24, 2022. 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.
- (10) Exercisable initially into an equal number of shares of Common Stock, subject to adjustments as specified in the Series B Warrant Agreement.
- (11) The warrants are issuable with the Series B Preferred Shares for no additional consideration.
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Joint Filer Information

Name of Joint Filer: York Tactical Energy Holdings, LLC
Address of Joint Filer: 767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director, 10% Owner

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

Date of Event
Requiring Statement (Month/Day/Year): May 17, 2019

Designated Filer: York Tactical Energy Holdings, LLC

Signature:

York Tactical Energy Holdings, LLC

/s/ Richard Swanson

Name: Richard Swanson

Title: General Counsel

May 28, 2019

Date

Joint Filer Information

Name of Joint Filer: York Tactical Energy Fund, L.P

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director; 10% owner

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

Date of Event
Requiring Statement (Month/Day/Year): May 17, 2019

Designated Filer: York Tactical Energy Holdings, LLC

Signature:

York Tactical Energy Fund, L.P.
By: York Tactical Energy Holdings, LLC, its general partner

/s/ Richard Swanson
Name: Richard Swanson
Title: General Counsel

May 28, 2019

Date

Joint Filer Information

Name of Joint Filer: York Tactical Energy Fund PIV-AN, L.P.

Address of Joint Filer: c/o York Capital Management, L.P.
767 Fifth Avenue, 17th Floor
New York, NY 10153

Relationship of Joint Filer to Issuer: Director; 10% owner
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York Tactical Energy Fund PIV-AN, L.P.
By: York Tactical Energy Holdings, LLC, its general partner

/s/ Richard Swanson

Name: Richard Swanson
Title: General Counsel

May 28, 2019

Date
