Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3106(a)); sections 11(a)(1) and 25(a) of the Federal Reserve Act (12 U.S.C. §§ 246(a)(1), 602, and 611(a)); and sections 113, 165, 312, 616, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1853(a)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or as an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Manuel J. Mehos
Name of the Holding Company Director and Official
Chairman of the Board and Chief Executive Officer

Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 251, that the Reporter has consented to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
02/22/2019
Date of Signature

For holding companies not registered with the SEC—

- Indicate status of Annual Report to Shareholders:
  - ☐ No
  - ☑ Yes

- □ will be sent under separate cover
- ☑ is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2018

Month / Day / Year
5493000YIAM11E55N94
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address

Green Bancorp, Inc.
Legal Title of Holding Company
4000 Greenbriar
Mailing Address of the Holding Company: Street / P.O. Box
Houston TX 77088
City State Zip Code
n/a

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Elizabeth Vandervoot
Chief Accounting Officer
Name
Title
713-316-7078
Area Code / Phone Number / Extension
713-275-8249
Area Code / Fax Number
Evandervoot@greenbank.com
E-mail Address

www.greenbank.com
Address (URL) for the Holding Company’s web page

Is confidential treatment requested for any portion of this report submission? ☐ No
☐ Yes 1

In accordance with the General Instructions for this report
(see only one),
1. a letter justifying this request is being provided along with the report☐
☐
2. a letter justifying this request has been provided separately ☐ Notes:
Information for which confidential treatment is being requested must be provided separately and labeled
as "confidential."
Report Item 1: Annual Report to Shareholders

The company was registered with the SEC on December 31, 2018. Form 15-12B, Certification and notice of termination of registration under Section 12(g) of the Securities and Exchange Act of 1934, was filed on January 10, 2019, effective January 1, 2019. Effective January 1, 2019, pursuant to that certain Agreement and Plan of Reorganization, dated July 23, 2018, by and among Veritex Holdings, Inc. ("Veritex"), MustMS, Inc., a wholly-owned subsidiary of Veritex, and Green Bancorp, Inc. ("Green"), (i) merger sub merged with and into Green, with Green continuing as the surviving corporation and a wholly-owned subsidiary of Veritex and (ii) immediately thereafter, Green (as the surviving corporation) merged with and into Veritex, with Veritex as the surviving corporation. Accordingly, as of January 1, 2019, there were no holders of record of common stock of Green.

The company was not required to file Form 10-K as of December 31, 2018 with the SEC and did not prepare an annual report to shareholders.
Green Bancorp, Inc. and Subsidiaries
Organization Chart
As of December 31, 2018

Green Bancorp, Inc.
LEI: 549300Y17M1655984
Houston, TX
(TX Corporation)

Green Bank, N.A.
LEI: 545300PTQ35BY5Z6Y258
Houston, TX
(TX Corporation)

Patriot Bancshares Capital Trust I®
LEI: None
Houston, TX
(DF Statutory Trust)

Patriot Bancshares Capital Trust II®
LEI: None
Houston, TX
(DF Statutory Trust)

Patriot Bank Mortgage, Inc.
LEI: None
Houston, TX
(TX Corporation)

Potomac River Holdings, LLC
LEI: None
Houston, TX
(TX Limited Liability Company)

PB Commercial, LLC
LEI: None
Houston, TX
(TX Limited Liability Company)

MM = Managing Member
*Outside investors own trust preferred securities.
### Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

#### Actions

- **OK**: If the branch information is correct, enter "OK" in the **Data Action** column.
- **Change**: If the branch information is incorrect or incomplete, revise the data, enter "Change" in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- **Close**: If a branch listed was never owned by this depository institution, enter "Close" in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- **Delete**: If a branch listed was never owned by this depository institution, enter "Delete" in the **Data Action** column.
- **Add**: If a reportable branch is missing, insert a row, add the branch data, and enter "Add" in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

#### Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - [https://y10online.federalreserve.gov](https://y10online.federalreserve.gov)

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<table>
<thead>
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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RSSD*</th>
<th>Comments</th>
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<td>Full Service</td>
<td>371242</td>
<td>HARRIS</td>
<td>1611 EAST CAMPBELL ROAD</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77092</td>
<td>HARRIS</td>
<td>UNITED STATE</td>
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<td>271942</td>
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<td>Full Service</td>
<td>3781739</td>
<td>GREEN BANCORP, INC. (3474835) of HOUSTON, TX.</td>
<td>1611 EAST CAMPBELL ROAD</td>
<td>HOUSTON</td>
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<td>77092</td>
<td>HARRIS</td>
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* FDIC UNNUM, Office Number, and, ID, RSSD columns are for reference only. Verification of these values is not required.
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<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
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<tr>
<td><strong>Name &amp; Address (City, State, Country)</strong></td>
<td><strong>Country of Citizenship or Incorporation</strong></td>
<td><strong>Number and Percentage of Each Class of Voting Securities</strong></td>
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<td><strong>Number and Percentage of Each Class of Voting Securities</strong></td>
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<td>Pine Brook Road Advisors, LP New York, NY, USA (Includes shares held by related entities)</td>
<td>USA</td>
<td>4,005,897 Common 11% Common</td>
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<td>BlackRock Institutional Trust Co. NA New York, NY, USA</td>
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<td>3,794,547 Common 10% Common</td>
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<tr>
<td>FFL Partners, LLC San Francisco, CA, USA (Includes shares held by related entities)</td>
<td>USA</td>
<td>3,005,898 Common 8% Common</td>
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<td>Harvest Partners, LP New York, NY, USA (Includes shares held by related entities)</td>
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<td>3,005,895 Common 8% Common</td>
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### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation, if other than with holding company</th>
<th>Title/Position with holding company</th>
<th>Title/Position with Subsidiaries (including subsidiary name)</th>
<th>Title/Position with Other Businesses (including business name)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (including subsidiary name)</th>
<th>Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%</th>
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<tbody>
<tr>
<td>Pine Brook Road Advisors, LP</td>
<td>Investment Firm</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>11% Common</td>
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</tr>
<tr>
<td>Scott Schaen</td>
<td>Investor</td>
<td>Director</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
<td>1% Common</td>
<td>None</td>
<td>Response provided in Confidential Volume</td>
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<tr>
<td>New York, NY, USA</td>
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<td>FFL Partners, LLC</td>
<td>Investment Firm</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>8% Common</td>
<td>None</td>
<td>N/A</td>
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<td>San Francisco, CA, USA</td>
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<tr>
<td>Derek L. Weiss</td>
<td>Investor</td>
<td>Director</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
<td>1% Common</td>
<td>None</td>
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<td>San Francisco, CA, USA</td>
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<td>Harvest Partners, LP</td>
<td>Investment Firm</td>
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<td>N/A</td>
<td>N/A</td>
<td>8% Common</td>
<td>None</td>
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<tr>
<td>Stephen Eisenstein</td>
<td>Investor</td>
<td>Director</td>
<td>N/A</td>
<td>Response provided in Confidential Volume</td>
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<td>None</td>
<td>Response provided in Confidential Volume</td>
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<tr>
<td>Terry S. Earley</td>
<td>Banker</td>
<td>Executive Vice President, Chief Financial Officer</td>
<td>Executive Vice President and Chief Financial Officer - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
<td>1% Common</td>
<td>1% Options on Common</td>
<td>None</td>
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<tr>
<td>William Donald Ellis</td>
<td>Not Applicable</td>
<td>Vice-Chairman - Green Bancorp, Inc.</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
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<td>None</td>
<td>Response provided in Confidential Volume</td>
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<tr>
<td>Geoffrey D. Greenwade</td>
<td>Banker</td>
<td>President</td>
<td>Director, President and Chief Executive Officer - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
<td>1% Common</td>
<td>1% Options on Common</td>
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<td>Steven D. Lerner</td>
<td>Attorney</td>
<td>Director</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
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<td>1% Options on Common</td>
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</thead>
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<tr>
<td>Manuel J. Mehos</td>
<td>Not Applicable</td>
<td>Chairman of the Board of Directors and Chief Executive Officer</td>
<td>Chairman of the Board of Directors - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
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<td>1% Options on Common</td>
<td>None</td>
</tr>
<tr>
<td>Donald S. Perschbacher</td>
<td>Banker</td>
<td>Executive Vice President, Corporate Chief Credit Officer</td>
<td>Sr. Executive Vice President and Corporate Chief Credit Officer - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
<td>1% Common</td>
<td>1% Options on Common</td>
<td>None</td>
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<td>Stefanie Shelley</td>
<td>Consultant</td>
<td>Director</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
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<td>1% Options on Common</td>
<td>None</td>
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<tr>
<td>Alan M. Silberstein</td>
<td>Consultant</td>
<td>Director</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
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<td>1% Options on Common</td>
<td>None</td>
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<tr>
<td>Robert B.B. Smith</td>
<td>Investor</td>
<td>Director</td>
<td>Director - Green Bank, N.A.</td>
<td>Response provided in Confidential Volume</td>
<td>1% Common</td>
<td>1% Options on Common</td>
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