

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 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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.

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 is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

549300YIAMI1E65N94

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

77098

City

State

Zip Code

n/a

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Elizabeth Vandervoort

Chief Accounting Officer

Name

Title

713-316-7078

Area Code / Phone Number / Extension

713-275-8249

Area Code / FAX Number

evandervoort@greenbank.com

E-mail Address

www.greenbank.com

Address (URL) for the Holding Company's web page

I, **Manuel J. Mehos**

Name of the Holding Company Director and Official

Chairman 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 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

03/31/2017

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

1

In accordance with the General Instructions for this report (check 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

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

**Green Bancorp, Inc.
Houston, Texas**

Fiscal Year Ending December 31, 2016

Report Item 1: Annual Report to Shareholders

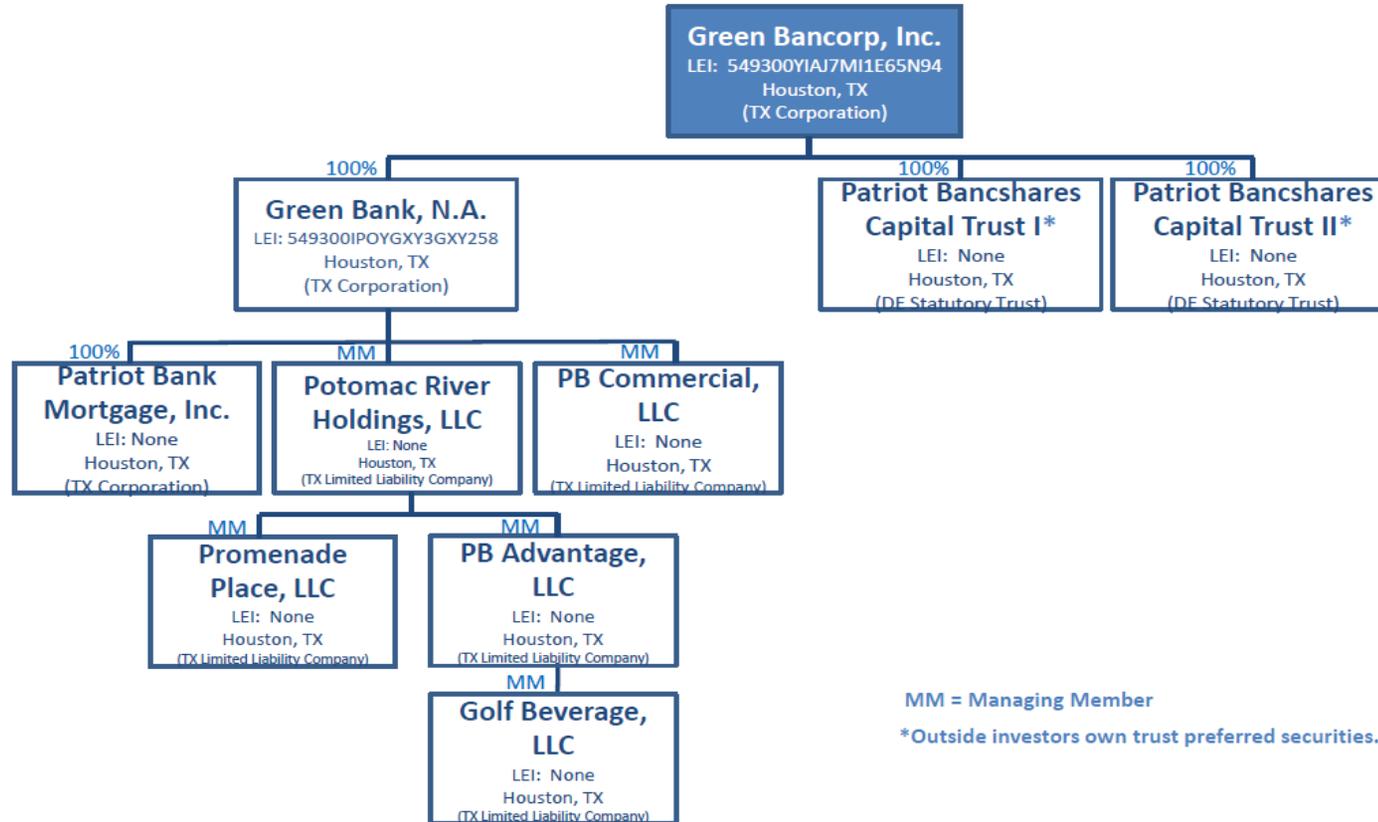
The company is registered with the SEC and filed Form 10K with the SEC on March 21, 2017.

Amended

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Green Bancorp, Inc.
Houston, Texas
Fiscal Year Ending December 31, 2016

Report Item 2a: Organization Chart



Results: A list of branches for your holding company: **GREEN BANCORP, INC. (3474835) of HOUSTON, TX.**

The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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 sold or closed, 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. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

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>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2719427	GREEN BANK, NATIONAL ASSOCIATION	4000 GREENBRIAR STREET	HOUSTON	TX	77098-5204	HARRIS	UNITED STATE	73830	0	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	4166968	YUMI BRANDS HEADQUARTERS BRANCH	1900 COLONEL SANDERS LANE	LOUISVILLE	KY	40213	JEFFERSON	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	4530617	ADDISON BRANCH	16771 DALLAS PARKWAY	ADDISON	TX	75001	DALLAS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	4241445	HARTLAND PLAZA BRANCH	1717 WEST SIXTH STREET, SUITE 110	AUSTIN	TX	78703-5204	TRAVIS	UNITED STATE	517921	8	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3356061	CLEVELAND BRANCH	908 EAST HOUSTON STREET	CLEVELAND	TX	77327	LIBERTY	UNITED STATE	445487	10	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3447754	DALLAS MIDTOWN BRANCH	5580 LBJ FREEWAY	DALLAS	TX	75240	DALLAS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	4027117	PRESTON CENTER BRANCH	4028 NORTHWEST PARKWAY	DALLAS	TX	75225	DALLAS	UNITED STATE	287988	7	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	4365145	UPTOWN-DALLAS BRANCH	2408 CEDAR SPRINGS ROAD	DALLAS	TX	75201-1449	DALLAS	UNITED STATE	527714	12	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3413982	FRIENDSWOOD BRANCH	102 WEST PARKWOOD AVENUE	FRIENDSWOOD	TX	77546-5419	GALVESTON	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	1198986	HONEY GROVE BRANCH	201 WEST MAIN STREET	HONEY GROVE	TX	75446	FANNIN	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3690158	BAY AREA BRANCH	2424 BAY AREA BLVD.	HOUSTON	TX	77058-1520	HARRIS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3781739	HOUSTONIAN BRANCH	109 NORTH POST OAK LANE, SUITE 100	HOUSTON	TX	77024	HARRIS	UNITED STATE	479343	5	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3543889	KATY FREEWAY BRANCH	9545 KATY FREEWAY, SUITE 100	HOUSTON	TX	77024	HARRIS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3535839	MEMORIAL DRIVE BRANCH	5900 MEMORIAL DRIVE	HOUSTON	TX	77007-8008	HARRIS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Limited Service	3432200	MEMORIAL MOTOR BANK BRANCH	8611 MEMORIAL DRIVE	HOUSTON	TX	77024	HARRIS	UNITED STATE	449806	3	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	78858	SAN FELIPE BRANCH	7500 SAN FELIPE STREET, SUITE 125	HOUSTON	TX	77063	HARRIS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3231935	TANGLEWOOD BRANCH	5018 SAN FELIPE, SUITE D	HOUSTON	TX	77056	HARRIS	UNITED STATE	424630	1	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	2994662	KINGWOOD BRANCH	1102 KINGWOOD DRIVE	KINGWOOD	TX	77339	HARRIS	UNITED STATE	257769	9	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	504450	MESQUITE BRANCH	1438 OATES DRIVE	MESQUITE	TX	75150	DALLAS	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	4166995	FRITO LAY HEADQUARTERS BRANCH	7701 LEGACY DRIVE	PLANO	TX	75024	COLLIN	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	128089	PLANO BRANCH	5224 WEST PLANO PARKWAY	PLANO	TX	75093	COLLIN	UNITED STATE	Not Required	Not Required	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3579936	RICHARDSON BRANCH	1301 EAST CAMPBELL ROAD	RICHARDSON	TX	75081	DALLAS	UNITED STATE	457015	13	GREEN BANK, NATIONAL ASSOCIATION	2719427	
OK		Full Service	3913053	RESEARCH FOREST BRANCH	1455 RESEARCH FOREST DRIVE	SHENANDOAH	TX	77380	MONTGOMERY	UNITED STATE	493452	6	GREEN BANK, NATIONAL ASSOCIATION	2719427	

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Green Bancorp, Inc.
Houston, Texas
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016			Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Friedman Fleischer & Lowe, LLC San Francisco, CA, USA (Includes shares held by related entities)	USA	5,005,898 Common 14% Common	None		
Harvest Partners, LP New York, NY, USA (Includes shares held by related entities)	USA	5,005,895 Common 14% Common			
Pine Brook Road Advisors, LP New York, NY, USA (Includes shares held by related entities)	USA	5,005,897 Common 14% Common			

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Green Bancorp, Inc.
Houston, Texas
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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Friedman Fleischer & Lowe, LLC San Francisco, CA, USA (Shares held by related entities)	Investment Firm	N/A	N/A	N/A	14% Common	None	N/A
Cas A. Schneller San Francisco, CA, USA	Investor	Director	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common	None	Response provided in Confidential Volume
Harvest Partners, LP New York, NY, USA (Shares held by related entities)	Investment Firm	N/A	N/A	N/A	14% Common	None	N/A
Stephen Eisenstein New York, NY, USA	Investor	Director	N/A	Response provided in Confidential Volume	None	None	Response provided in Confidential Volume
Pine Brook Road Advisors, LP New York, NY, USA (Includes shares held by related entities)	Investment Firm	N/A	N/A	N/A	14% Common	None	N/A

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Green Bancorp, Inc.
Houston, Texas
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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Scott Schaen New York, NY, USA	Investor	Director	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common	None	Response provided in Confidential Volume
William Donald Ellis Houston, TX, USA	Not Applicable	Vice-Chairman - Green Bancorp, Inc.	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common	None	Response provided in Confidential Volume
Geoffrey D. Greenwade Houston, TX, USA	Banker	President	Director, President and Chief Executive Officer - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume
Steven D. Lerner Houston, TX, USA	Attorney	Director	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume
Manuel J. Mehos Houston, TX, USA	Not Applicable	Chairman of the Board of Directors and Chief Executive Officer	Chairman of the Board of Directors - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume
Donald S. Perschbacher Houston, TX, USA	Banker	Sr. Executive Vice President, Corporate Chief Credit Officer	Sr. Executive Vice President and Corporate Chief Credit Officer - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume

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Houston, Texas
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Stefanie Shelley New York, NY USA	Marketing	Director	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume
Alan M. Silberstein Tenafly, NJ, USA	Consultant	Director	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume
Robert B.B. Smith Houston, TX, USA	Investor	Director	Director - Green Bank, N.A.	Response provided in Confidential Volume	1% Common 1% Options on Common	None	Response provided in Confidential Volume