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. §§ 246(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 902 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.

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 or the stock is owned as a corporation or an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Manuel J. Memos
Name of the Holding Company Director and Officer
Chairman and Chief Executive Officer
Title of the Holding Company Director and Officer
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 the individual.

Signature of Holding Company Director and Officer
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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016
Month / Day / Year
549300YIAM1E65SN94
Reportee's Legal Entity Identifier (LEI) (20-character LEI code)
Reportee's Name, Street, and Mailing Address
Green Bancorp, Inc.
Legal Title of Holding Company
4000 Greenbrier
(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

Is confidential treatment requested for any portion of this report submission? [ ] No [ ] 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."

Public reporting burden for this information collection is estimated to vary from 1 to 10 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate to any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (1002-0297), Washington, DC 20503.

12/2016
The company is registered with the SEC and filed Form 10K with the SEC on March 21, 2017.
Report Item 2a: Organization Chart

Green Bancorp, Inc.
LEI: 549300WIA7M1E65N94
Houston, TX
(TX Corporation)

Green Bank, N.A.
LEI: 549300POGYX3GXY258
Houston, TX
(TX Corporation)

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)

Promenade Place, LLC
LEI: None
Houston, TX
(TX Limited Liability Company)

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

Golf Beverage, LLC
LEI: None
Houston, TX
(TX Limited Liability Company)

Patriot Bancshares Capital Trust I*
LEI: None
Houston, TX
(DE Statutory Trust)

Patriot Bancshares Capital Trust II*
LEI: None
Houston, TX
(DE Statutory Trust)

MM = Managing Member
*Outside investors own trust preferred securities.
<table>
<thead>
<tr>
<th>Date 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>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>1/10/2017</td>
<td>Full Service</td>
<td>371502</td>
<td>HOUSTONIAN BRANCH</td>
<td>102 WEST PARKWOOD AVE</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77024</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
<td>449806</td>
<td>Not Required</td>
<td>GREEN BANK, NATIONAL ASSOCIATION</td>
<td>213429</td>
</tr>
<tr>
<td>OK</td>
<td>1/10/2017</td>
<td>Full Service</td>
<td>316505</td>
<td>HOUSTONIAN BRANCH</td>
<td>102 WEST PARKWOOD AVE</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77024</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
<td>449806</td>
<td>Not Required</td>
<td>GREEN BANK, NATIONAL ASSOCIATION</td>
<td>213429</td>
</tr>
<tr>
<td>OK</td>
<td>1/10/2017</td>
<td>Full Service</td>
<td>431505</td>
<td>HOUSTONIAN BRANCH</td>
<td>102 WEST PARKWOOD AVE</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77024</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
<td>449806</td>
<td>Not Required</td>
<td>GREEN BANK, NATIONAL ASSOCIATION</td>
<td>213429</td>
</tr>
<tr>
<td>OK</td>
<td>1/10/2017</td>
<td>Full Service</td>
<td>435505</td>
<td>HOUSTONIAN BRANCH</td>
<td>102 WEST PARKWOOD AVE</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77024</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
<td>449806</td>
<td>Not Required</td>
<td>GREEN BANK, NATIONAL ASSOCIATION</td>
<td>213429</td>
</tr>
<tr>
<td>OK</td>
<td>1/10/2017</td>
<td>Full Service</td>
<td>435505</td>
<td>HOUSTONIAN BRANCH</td>
<td>102 WEST PARKWOOD AVE</td>
<td>HOUSTON</td>
<td>TX</td>
<td>77024</td>
<td>HARRIS</td>
<td>UNITED STATES</td>
<td>449806</td>
<td>Not Required</td>
<td>GREEN BANK, NATIONAL ASSOCIATION</td>
<td>213429</td>
</tr>
</tbody>
</table>

Results: A list of branches for your holding company: GREEN BANKCORP, 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, review the data, enter "Change" in the Data Action column and the date when this information first became valid 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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Friedman Fleischer &amp; Lowe, LLC</td>
<td>USA</td>
<td>5,005,898 Common 14% Common</td>
<td>Harvest Partners, LP New York, NY, USA</td>
<td>USA</td>
<td>5,005,895 Common 14% Common</td>
</tr>
<tr>
<td>San Francisco, CA, USA</td>
<td>(Includes shares held by related entities)</td>
<td></td>
<td>(Includes shares held by related entities)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pine Brook Road Advisors, LP</td>
<td>USA</td>
<td>5,005,897 Common 14% Common</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, NY, USA</td>
<td>(Includes shares held by related entities)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Friedman Fleischer &amp; Lowe, LLC San Francisco, CA, USA (Shares held by related entities)</td>
<td>Investment Firm</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>14% Common</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Cas A. Schneller San Francisco, CA, USA</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>
</tr>
<tr>
<td>Harvest Partners, LP New York, NY, USA (Shares held by related entities)</td>
<td>Investment Firm</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>14% Common</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen Eisenstein New York, NY, USA</td>
<td>Investor</td>
<td>Director</td>
<td>N/A</td>
<td>Response provided in Confidential Volume</td>
<td>None</td>
<td>None</td>
<td>Response provided in Confidential Volume</td>
</tr>
<tr>
<td>Pine Brook Road Advisors, LP New York, NY, USA (Includes shares held by related entities)</td>
<td>Investment Firm</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>14% Common</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>
## Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
</table>
| Scott Schae
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 |
<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stefanie Shelley</td>
<td>New York, NY USA</td>
<td>Marketing</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>
</tr>
<tr>
<td>Alan M. Silberstein</td>
<td>Tenafly, NJ, USA</td>
<td>Consultant</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>
</tr>
<tr>
<td>Robert B.B. Smith</td>
<td>Houston, TX, USA</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>
</tr>
</tbody>
</table>