

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GREEN BANCORP, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

42-1631980
(I.R.S. Employer
Identification No.)

**4000 Greenbriar
Houston, Texas 77098
713 275-8220**
(Address of Principal Executive Offices)

77098
(Zip Code)

GREEN BANCORP, INC. 2014 OMNIBUS EQUITY INCENTIVE PLAN
(Full title of the plan)

Terry S. Earley
Executive Vice President and Chief Financial Officer
Green Bancorp, Inc.
4000 Greenbriar
Houston, Texas 77098
(713) 275-8220
(Name, address and telephone number, including area code, of agent for service)

Copy to:
Michael J. Zeidel, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common stock, par value \$0.01 per share	650,000	\$ 22.15	\$ 14,397,500	\$ 1,792.49

- (1) Represents additional shares of common stock, par value \$0.01 per share (the “Common Stock”), of Green Bancorp, Inc. (the “Company”) reserved for issuance under the Green Bancorp, Inc. 2014 Omnibus Equity Incentive Plan, as amended (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an additional indeterminate number of shares of Common Stock that may be offered or issued under the Plan by reason of stock splits, stock dividends or similar transactions.
- (2) Represents the average of the high and low prices per share of Common Stock as reported on The Nasdaq Stock Market LLC on July 20, 2018.
- (3) Computed in accordance with Rule 457(h) and (c) under the Securities Act.

EXPLANATORY NOTE

The Company is filing this registration statement on Form S-8 to register an additional 650,000 shares of Common Stock for issuance under the Plan. The increase in the number of shares of Common Stock authorized for issuance under the Plan was approved by the Company's stockholders at its 2018 Annual Meeting of Stockholders held on May 23, 2018. Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement on Form S-8 related to the Plan filed on August 8, 2014 (File No. 333-197953) are incorporated herein by reference and made part of this registration statement except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Securities and Exchange Commission ("SEC") are incorporated by reference in this registration statement:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on March 15, 2018;
- (2) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, filed with the SEC on May 10, 2018;
- (3) The Company's Current Reports on Form 8-K filed with the SEC on February 5, 2018, April 26, 2018, May 24, 2018 and May 29, 2018; and
- (4) The description of the Common Stock contained in the Company's Registration Statement on Form 8-A (File No. 001-36580), filed with the SEC on July 29, 2014.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents with the SEC.

In addition, all reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed incorporated by reference herein shall be deemed modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

The Company herewith files or incorporates by reference the exhibits identified below:

Exhibit No.	Description
4.1	Green Bancorp, Inc. 2014 Omnibus Equity Incentive Plan. Incorporated by reference to Exhibit 10.2f to Green Bancorp, Inc.'s Amendment No. 1 to Registration Statement on Form S-1 dated July 29, 2014 (Registration No. 333-196982).
4.2*	Amendment to the Green Bancorp, Inc. 2014 Omnibus Equity Incentive Plan.
5.1*	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature pages hereto).
*	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on July 23, 2018.

GREEN BANCORP, INC.

By: /s/ Manuel J. Mehos
Name: Manuel J. Mehos
Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Manuel J. Mehos and Terry S. Earley, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, severally, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

Name	Title	Date
/s/ Manuel J. Mehos Manuel J. Mehos	Chairman and Chief Executive Officer (Principal Executive Officer)	July 23, 2018
/s/ Terry S. Earley Terry S. Earley	Executive Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)	July 23, 2018
/s/ Stephen Eisenstein Stephen Eisenstein	Director	July 23, 2018
/s/ William Don Ellis William Don Ellis	Director	July 23, 2018
/s/ Steven D. Lerner Steven D. Lerner	Director	July 23, 2018
/s/ Scott Schaen Scott Schaen	Director	July 23, 2018
/s/ Stefanie L. Shelley Stefanie L. Shelley	Director	July 23, 2018
/s/ Alan M. Silberstein Alan M. Silberstein	Director	July 23, 2018
/s/ Robert B.B. Smith Robert B. B. Smith	Director	July 23, 2018
/s/ Derek L. Weiss Derek L. Weiss	Director	July 23, 2018

**AMENDMENT TO THE
GREEN BANCORP, INC. 2014 OMNIBUS EQUITY INCENTIVE PLAN**

THIS AMENDMENT (this "Amendment") is made as of April 3, 2018 to the Green Bancorp, Inc. 2014 Omnibus Equity Incentive Plan, as amended from time to time (the "2014 Plan"). Any capitalized terms used and not defined herein shall have the meanings set forth in the 2014 Plan.

WHEREAS, pursuant to Section 14 of the 2014 Plan, (i) the Board may amend, alter or terminate the 2014 Plan, but no amendment, alteration or termination shall be made that would impair the rights of a Participant under any Award theretofore granted without such Participant's consent, and (ii) unless the Board determines otherwise, the Board shall obtain approval of the Company's stockholders for any amendment that would require such approval in order to satisfy the requirements of Section 162(m) of the Code, any rules of the stock exchange on which the Common Stock is traded or other Applicable Law.

WHEREAS, the Board has determined to amend the 2014 Plan in the manner set forth below, subject to approval by the stockholders.

NOW, THEREFORE, the 2014 Plan is hereby amended as follows, subject to approval by the Company's stockholders:

1. The first sentence of subsection (a) of Section 4 of the 2014 Plan is hereby deleted and replaced with the following:

"Subject to Section 5 hereof, the number of Shares that are reserved and available for issuance pursuant to Awards granted under the Plan shall be equal to 1,923,838 Shares."

2. Except as expressly amended by this Amendment, all the terms and conditions of the 2014 Plan shall remain in full force and effect.
3. This Amendment shall be governed by, and construed in accordance with, the laws of the State of Texas, without giving effect to principles of conflict of laws of such state.

[Letterhead of Skadden, Arps, Slate, Meagher & Flom LLP]

July 23, 2018

Green Bancorp, Inc.
4000 Greenbriar
Houston, Texas 77098

Re: Green Bancorp, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Green Bancorp, Inc., a Texas corporation (the "Company"), in connection with the Registration Statement on Form S-8 of the Company (together with the exhibits thereto, the "Registration Statement") to be filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the issuance by the Company from time to time, pursuant to Rules 415 and 416, as applicable, of the General Rules and Regulations of the Commission promulgated under the Securities Act (the "Rules and Regulations") of up to 650,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, issuable pursuant to the Green Bancorp, Inc. 2014 Omnibus Equity Incentive Plan, as amended (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations under the Securities Act.

In rendering the opinion set forth herein, we have examined and relied on the following:

- (a) the Registration Statement in the form filed with the Commission on the date hereof;
- (b) an executed copy of a certificate of Elizabeth Vandervoort, Corporate Secretary and Treasurer, of the Company, dated July 23, 2018 (the "Officer's Certificate");
- (c) a copy of the Plan, certified pursuant to the Officer's Certificate;
- (d) a copy of the Amended and Restated Certificate of Formation of the Company, as amended to date and currently in effect (the "Amended and Restated Certificate of Formation"), as certified pursuant to the Officer's Certificate;
- (e) a copy of the Amended and Restated Bylaws of the Company, as amended to date and currently in effect (the "Amended and Restated Bylaws"), certified pursuant to the Officer's Certificate;
- (f) a copy of certain resolutions of the Board of Directors of the Company adopted on April 3, 2018, relating to the Plan, the filing of the Registration Statement and certain related matters, certified pursuant to the Officer's Certificate; and
- (g) a copy of the Final Report of the Inspector of Elections for the Company's 2018 Annual Meeting of Shareholders reporting the presence in person or by proxy of a quorum of the Company's Shareholders at such meeting and the approval of the adoption of the amendment of the Plan (Proposal No. 3), by a majority of the votes cast by Shareholders in person or by proxy at such meeting.

In our examination, we have assumed the genuineness of all signatures, including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties.

In rendering the opinion stated herein, we have also assumed that (i) an appropriate account statement evidencing the Shares credited to the recipient's account maintained with the Company's transfer agent has been issued by the Company's transfer agent, (ii) the issuance of the Shares will be properly recorded in the books and records of the Company and (iii) each award agreement under which options, restricted stock, restricted stock units or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, validly executed and delivered by the parties thereto. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts

and conclusions set forth in the Officer's Certificate.

We do not express any opinion with respect to the law of any jurisdiction other than the Texas For-Profit Corporation Law.

Based upon the foregoing and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when the Shares are issued to the participants in accordance with the terms and conditions of the Plan and the applicable award agreement for consideration paid or delivered in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 15, 2018 relating to the consolidated financial statements of Green Bancorp, Inc. and subsidiaries appearing in the Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ Deloitte & Touche LLP

Houston, Texas

July 23, 2018