

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>FRIEDMAN FLEISCHER &amp; LOWE PARALLEL FUND III LP</u> _____ (Last) (First) (Middle) ONE MARTIME PLAZA, 22ND FLOOR _____ (Street) SAN FRANCISCO CA 94111 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/07/2014	3. Issuer Name and Ticker or Trading Symbol <u>Green Bancorp, Inc. [ GNBC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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 checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Common Stock, par value \$0.01 per share	1,947,510	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	5,005,894	I	See footnotes <sup>(1)(2)</sup>

**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				

1. Name and Address of Reporting Person* <u>FRIEDMAN FLEISCHER &amp; LOWE PARALLEL FUND III LP</u> _____ (Last) (First) (Middle) ONE MARTIME PLAZA, 22ND FLOOR _____ (Street) SAN FRANCISCO CA 94111 _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Friedman Fleischer &amp; Lowe GP III, L.P.</u> _____ (Last) (First) (Middle) ONE MARTIME PLAZA, 22ND FLOOR _____ (Street) SAN FRANCISCO CA 94111 _____ (City) (State) (Zip)
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1. Name and Address of Reporting Person\*

[Friedman Fleischer & Lowe GP III, LLC](#)

(Last) (First) (Middle)

[ONE MARTIME PLAZA, 22ND FLOOR](#)

(Street)

[SAN FRANCISCO CA 94111](#)

(City) (State) (Zip)

**Explanation of Responses:**

1. See Exhibit 99.1
2. See Exhibit 99.1

**Remarks:**

(3) Rajat Duggal is an Officer of Friedman Fleischer & Lowe GP III, LLC. See Exhibit 99.1 Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Names and Addresses Exhibit 99.3 - Joint Filers' Signatures

[/s/ Rajat Duggal \(3\)](#) [08/07/2014](#)

\*\* 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.**

(1) Friedman Fleischer & Lowe Parallel Fund III, L.P. is the direct owner of the 1,947,510 shares reported herein. Concurrently with the filing of this Form 4, Form 4s are being filed by: Friedman Fleischer & Lowe Capital Partners III, L.P., reporting the beneficial ownership of 2,938,822 shares of common stock; FFL Executive Partners III, L.P., reporting the beneficial ownership of 57,307 shares of common stock; and FFL Individual Partners III, L.P., reporting the beneficial ownership of 62,255 shares of common stock (such entities, together with Friedman Fleischer & Lowe Parallel Fund III, L.P., the "FFL Funds").

(2) The FFL Funds are controlled by Friedman Fleischer & Lowe GP III, L.P., its general partner, which is controlled by Friedman Fleischer & Lowe GP III, LLC, its general partner. Friedman Fleischer & Lowe GP III, LLC is controlled by Tully M. Friedman, Spencer C. Fleischer and Christopher A. Mastro, its three managing members. Accordingly, Friedman Fleischer & Lowe GP III, L.P., Friedman Fleischer & Lowe GP III, LLC and Messrs. Friedman, Fleischer and Mastro (the "FFL Related Parties") may be deemed to beneficially own the shares owned by the FFL Funds. Each FFL Related Party expressly disclaims beneficial ownership of the shares shown as beneficially owned by the FFL Funds in which such FFL Related Party does not have a pecuniary interest. Investment, disposition and voting decisions with respect to shares held by the FFL Funds are made by an investment committee of certain limited partners of Friedman Fleischer & Lowe GP III, L.P., currently consisting of eight individuals (the "Investment Committee"), including Tully Friedman, Spencer Fleischer, Christopher Mastro, Rajat Duggal, Aaron Money, Nancy Ford, Cas Schneller and John Tudor. All members of the Investment Committee expressly disclaim beneficial ownership of the shares shown as beneficially owned by the FFL Funds in which such members do not have a pecuniary interest. The address of each of the entities and persons identified in this note is c/o Friedman Fleischer & Lowe, LLC, One Maritime Plaza, Ste. 2200, San Francisco, CA 94111.

## **JOINT FILERS' NAMES AND ADDRESSES**

1. Friedman Fleischer & Lowe GP III, L.P.
2. Friedman Fleischer & Lowe GP III, LLC

The business address for both of the above reporting persons is:

One Maritime Plaza, 22nd Floor

San Francisco, CA 94111

**JOINT FILERS' SIGNATURES**

/s/ Rajat Duggal

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Friedman Fleischer & Lowe GP III, L.P., by (3)  
\*\*Signature of Reporting Person

August 7, 2014

\_\_\_\_\_  
Date

/s/ Rajat Duggal

\_\_\_\_\_  
Friedman Fleischer & Lowe GP III, LLC, by (3)  
\*\*Signature of Reporting Person

August 7, 2014

\_\_\_\_\_  
Date