

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>ISTM Associates, L.L.C</u> (Last) (First) (Middle) <u>C/O HARVEST PARTNERS, L.P.</u> <u>280 PARK AVENUE, 25TH FLOOR WEST</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Green Bancorp, Inc. [GNBC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/05/2018		S		1,000,000	D	\$23.25	4,005,895	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>ISTM Associates, L.L.C</u> (Last) (First) (Middle) <u>C/O HARVEST PARTNERS, L.P.</u> <u>280 PARK AVENUE, 25TH FLOOR WEST</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[HARVEST PARTNERS V, L.P.](#)

(Last) (First) (Middle)

C/O HARVEST PARTNERS, L.P.

280 PARK AVENUE, 25TH FLOOR WEST

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Harvest Associates V, L.P.](#)

(Last) (First) (Middle)

C/O HARVEST PARTNERS, L.P.

280 PARK AVENUE, 25TH FLOOR WEST

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Harvest Associates V, L.L.C.](#)

(Last) (First) (Middle)

C/O HARVEST PARTNERS, L.P.

280 PARK AVENUE, 25TH FLOOR WEST

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Harvest Partners, LP](#)

(Last) (First) (Middle)

HARVEST PARTNERS, L.P.

280 PARK AVENUE, 25TH FLOOR WEST

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KLEINMAN IRA D](#)

(Last) (First) (Middle)

C/O HARVEST PARTNERS, L.P.

280 PARK AVENUE, 25TH FLOOR WEST

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
DeFlorio Michael		
(Last)	(First)	(Middle)
C/O HARVEST PARTNERS, L.P. 280 PARK AVENUE, 25TH FLOOR WEST		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person*		
Arenz Thomas		
(Last)	(First)	(Middle)
C/O HARVEST PARTNERS, L.P. 280 PARK AVENUE, 25TH FLOOR WEST		
(Street)		
NEW YORK	NY	10017
(City)		
(State)	(Zip)	

Explanation of Responses:

1. This Form 4 is being filed on behalf of Harvest Partners V, L.P. ("HP V") and Harvest Strategic Associates V, L.P. ("HSA V") (collectively, the "Harvest Funds"). Harvest Associates V, L.P. is the general partner of HP V. Harvest Associates V, L.L.C. is the general partner of Harvest Associates V, L.P. and HSA V. Harvest Partners, LP provides management services for HP V and HSA V. ISTM Associates V, L.L.C. ("ISTM") is the managing member of Harvest Associates V, L.L.C. and HP Holding LLC is the general partner of Harvest Partners, LP. ISTM has four members who may be deemed to share beneficial ownership of the shares of our common stock owned by HP V and HSA V. The four members are Stephen Eisenstein, who is a member of our Board and a Partner of Harvest Partners, LP, Ira Kleinman, Thomas Arenz and Michael DeFlorio. HP Holding has five members who may be deemed to share beneficial ownership of the shares of our common stock owned by HP V and HSA V. (continued in footnote 2)
2. The five members are Messrs Eisenstein, Kleinman, Arenz, DeFlorio and Jay Wilkins, a Partner of Harvest Partners, LP.
3. In connection with the secondary offering of common stock, par value \$0.01 per share, of Green Bancorp, Inc. (the "Shares"), by certain selling shareholders pursuant to an underwriting agreement (the "Underwriting Agreement") and prospectus supplement, each dated January 31, 2018 (the "Secondary Offering"), the Reporting Person shown on this Form 4, as a selling stockholder, sold Shares in the amounts shown in the above table. The Secondary Offering closed on February 5, 2018. This amount represents an aggregate price per Share of \$23.03.
4. Reflects 3,968,984 shares held by HP V and 36,911 shares held by HSA V.
5. On the basis of the relationship among HP V, HA V, HA V LLC, HP, ISTM and Stephen Eisenstein, a director of Green Bancorp, Inc., HP V, HA V, HA V LLC, HP and ISTM may be considered directors by deputization.
6. Each of Messrs. Eisenstein, Kleinman, Arenz, DeFlorio and Wilkins disclaims beneficial ownership of the shares of common stock owned by HP V and HSA V, except to the extent of its pecuniary interest therein, if any. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities by any reporting person for purposes of Section 16 or for any other purpose.

Remarks:

[By: /s/ Mark C. Smith, as attorney-in-fact for ISTM Associate, L.L.C.](#) [02/05/2018](#)

[By: Harvest Associates V, L.P., its general partner; By: Harvest Associates V, L.L.C., its general partner; By: ISTM Associates V, L.L.C., its managing member; By: /s/ Mark C. Smith, as attorney-in-fact for Harvest Partners V, L.P.](#) [02/05/2018](#)

[By Harvest Associates V, L.L.C., its general partner; By: ISTM Associates V, L.L.C., its managing member; By: /s/ Mark C. Smith, as attorney-in-fact for Harvest Associates V, L.P.](#) [02/05/2018](#)

[By: ISTM Associates V, L.L.C., its managing member; By: /s/ Mark C. Smith, as attorney-in-fact for Harvest Associates V, L.L.C.](#) [02/05/2018](#)

[By: /s/ Mark C. Smith, as attorney-in-fact for Ira Kleinman](#) [02/05/2018](#)

By: /s/ Mark C. Smith, as
attorney-in-fact for Michael 02/05/2018
DeFlorio

By: /s/ Mark C. Smith, as
attorney-in-fact for Thomas 02/05/2018
Arenz

** 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 4 (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.