

OMB APPROVAL	
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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>PBRA, LLC</u>  (Last) (First) (Middle) <u>C/O PINE BROOK ROAD PARTNERS, LLC</u> <u>60 EAST 42ND STREET, 50TH FLOOR</u>  (Street) <u>NEW YORK NY 10165</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>	

**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	\$23.03	4,005,897	I	See Footnotes <sup>(1)(2)(3)(4)</sup>

**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>PBRA, LLC</u>  (Last) (First) (Middle) <u>C/O PINE BROOK ROAD PARTNERS, LLC</u> <u>60 EAST 42ND STREET, 50TH FLOOR</u>  (Street) <u>NEW YORK NY 10165</u>  (City) (State) (Zip)		
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## 1. Name and Address of Reporting Person\*

PINE BROOK CAPITAL PARTNERS LP

(Last) (First) (Middle)  
 C/O PINE BROOK ROAD PARTNERS, LLC  
 60 EAST 42ND STREET, 50TH FLOOR

(Street)  
 NEW YORK NY 10165

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

NEWMAN HOWARD H

(Last) (First) (Middle)  
 C/O PINE BROOK ROAD PARTNERS, LLC  
 60 EAST 42ND STREET, 50TH FLOOR

(Street)  
 NEW YORK NY 10165

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

Pine Brook Road Associates, L.P.

(Last) (First) (Middle)  
 C/O PINE BROOK ROAD PARTNERS, LLC  
 60 EAST 42ND STREET, 50TH FLOOR

(Street)  
 NEW YORK NY 10165

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

Pine Brook Road Advisors, LP

(Last) (First) (Middle)  
 C/O PINE BROOK ROAD PARTNERS, LLC  
 60 EAST 42ND STREET, 50TH FLOOR

(Street)  
 NEW YORK NY 10165

(City) (State) (Zip)

**Explanation of Responses:**

- This Form 4 is being filed on behalf of Pine Brook Capital Partners, L.P., Pine Brook Capital Partners (SSP), L.P., and Green PB 4, LLC (collectively, the "Pine Brook Funds"). Pine Brook Capital Partners (Cayman), L.P. is the sole member of Green PB 4 LLC. Pine Brook Road Associates, L.P. is the general partner of Pine Brook Capital Partners, L.P., Pine Brook Capital Partners (SSP), L.P. and Pine Brook Capital Partners (Cayman), L.P. Pine Brook Road Advisors, L.P. serves as investment manager to the Pine Brook Funds. PBRA, LLC controls Pine Brook Road Associates, L.P. and Pine Brook Road Advisors, L.P. in its capacity as General Partner. Howard Newman is the sole member of PBRA LLC, and has investment and voting control over the shares held or controlled by the Pine Brook Funds.
- 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.
- Reflects 3,214,028 shares of Common Stock held by Pine Brook Capital Partners, L.P., 567,405 shares of Common Stock held by Pine Brook Capital Partners (SSP), L.P. and 224,464 shares of Common Stock held by Green PB-4, LLC. Pine Brook Capital Partners (Cayman), L.P. is the sole member of Green PB-4 LLC. Pine Brook Road Associates, L.P. is the general partner of Pine Brook Capital Partners, L.P., Pine Brook Capital Partners (SSP), L.P. and Pine Brook Capital Partners (Cayman), L.P.
- Howard Newman, PBRA, LLC, Pine Brook Road Advisors, L.P., Pine Brook Road Associates, L.P. and Pine Brook Capital Partners, L.P. each disclaims beneficial ownership of the securities reported herein, 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/ Robert Jackowitz  
 Executive Vice President

02/06/2018

By: Pine Brook Road Associates, L.P., its General Partner; By: PBRA, LLC, its General Partner; By: /s/ Robert Jackowitz, Executive Vice President 02/06/2018  
/s/ John P. Durie, as Attorney-in-Fact 02/06/2018  
By: PBRA, LLC, its General Partner; By: /s/ Robert Jackowitz, Executive Vice President 02/06/2018  
By: /s/ Robert Jackowitz, Chief Compliance Officer 02/06/2018  
\*\* 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.**