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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: June 12, 2015

(Date of Earliest Event Reported: June 10, 2015)

Green Bancorp, Inc.
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction
of incorporation)

001-36580
(Commission File Number)

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

**4000 Greenbriar
Houston, Texas 77098**
(Address of principal executive offices, including zip code)

(713) 275 - 8220
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On June 10, 2015, Green Bancorp, Inc. (the “Company”) held its Annual Meeting of Shareholders to consider and act upon the items listed below:

1. Scott Schaen and Stefanie L. Shelley were elected as Class I directors to serve on the Board of Directors of the Company until the Company’s 2018 annual meeting of shareholders, each until their successors are duly elected and qualified or until their earlier resignation or removal. The table below contains a summary of the number of votes for, votes withheld and broker non-votes for each nominated director:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Scott Schaen	22,985,881	183,326	1,758,931
Stefanie L. Shelley	22,970,169	199,038	1,758,931

2. The shareholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2015 by the votes set forth in the table below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
24,923,020	1,380	3,738

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Green Bancorp, Inc.

Date: June 12, 2015

By: /s/ John P. Durie
Name: John P. Durie
Title: Executive Vice President and
Chief Financial Officer