

| 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

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| 1. Name and Address of Reporting Person* <u>FRIEDMAN FLEISCHER & LOWE</u> <u>PARALLEL FUND III LP</u> (Last) (First) (Middle) ONE MARITIME PLAZA, 22ND FLOOR (Street) SAN FRANCISCO CA 94111 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2018 | |
| 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 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 | | 389,072 | D | \$23.03 | 1,558,468 | D | |
| Common Stock, par value \$0.01 per share | 02/05/2018 | | s | | 1,000,000 | D | \$23.03 | 4,005,898 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾ |

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>FRIEDMAN FLEISCHER & LOWE</u> <u>PARALLEL FUND III LP</u> (Last) (First) (Middle) ONE MARITIME PLAZA, 22ND FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip) | | |
|--|--|--|

| | | |
|---|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| <u>Friedman Fleischer & Lowe GP III, L.P.</u> | | |
| (Last) | (First) | (Middle) |
| ONE MARITIME PLAZA, 22ND FLOOR | | |
| (Street) | | |
| SAN FRANCISCO | CA | 94111 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| <u>Friedman Fleischer & Lowe GP III, LLC</u> | | |
| (Last) | (First) | (Middle) |
| ONE MARITIME PLAZA, 22ND FLOOR | | |
| (Street) | | |
| SAN FRANCISCO | CA | 94111 |
| (City) (State) (Zip) | | |

Explanation of Responses:

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1

Remarks:

Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer Information and Signatures

By: /s/ Rajat Duggal, an
Officer of Friedman Fleischer & Lowe GP III, LLC (3) 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.

Designated Filer: Friedman Fleischer & Lowe Parallel Fund III, L.P.
Issuer & Ticker Symbol: Green Bancorp, Inc.[GNBC]
Date of Event Requiring Statement: February 5, 2018

Exhibit 99.1

Explanation of Responses

(1) Friedman Fleischer & Lowe Parallel Fund III, L.P. is the direct owner of the 1,558,468 shares reported herein. Concurrently with the filing of this Form 4, Form 4s are being filed by: FFL Executive Partners III, L.P., reporting the beneficial ownership of 45,860 shares of common stock; Friedman Fleischer & Lowe Capital Partners III, L.P., reporting the beneficial ownership of 2,351,751 shares of common stock; and FFL Individual Partners III, L.P., reporting the beneficial ownership of 49,819 shares of common stock (such entities, together with Friedman Fleischer & Lowe Parallel Fund III, L.P., the "FFL Funds").

(2) 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.

(3) The FFL Funds are controlled by Friedman Fleischer & Lowe GP III, L.P., their 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 and Spencer C. Fleischer, its two managing members. Accordingly, Friedman Fleischer & Lowe GP III, L.P., Friedman Fleischer & Lowe GP III, LLC and Messrs. Friedman and Fleischer (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 each of the FFL Funds are made by an investment committee of certain limited partners of Friedman Fleischer & Lowe GP III, L.P., currently consisting of seven individuals (the "Investment Committee"), including Tully Friedman, Spencer Fleischer, Chris Harris, Greg Long, Rajat Duggal, Aaron Money, and Cas Schneller. 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 FFL Partners, LLC, One Maritime Plaza, Ste. 2200, San Francisco, CA 94111.

Designated Filer: Friedman Fleischer & Lowe Parallel Fund III, L.P.
Issuer & Ticker Symbol: Green Bancorp, Inc.[GNBC]
Date of Event Requiring Statement: February 5, 2018

Exhibit 99.2

Joint Filer Information and Signatures

/s/ Rajat Duggal, an Officer of Friedman Fleischer & Lowe GP III, LLC
Friedman Fleischer & Lowe GP III, L.P., by (3) _____ 02/06/18 _____
**Signature of Reporting Person Date

/s/ Rajat Duggal, Officer
Friedman Fleischer & Lowe GP III, LLC, by (3) _____ 02/06/18 _____
**Signature of Reporting Person Date