



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

December 8, 2016

Via Email

Elizabeth Vandervoort  
Interim Chief Financial Officer  
Green Bancorp, Inc.  
4000 Greenbriar  
Houston, Texas 77098

**Re: Green Bancorp, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2015  
Filed March 30, 2016  
File No. 001-36580**

Dear Ms. Vandervoort:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Gus Rodriguez

Gus Rodriguez  
Accounting Branch Chief  
Office of Financial Services