



DIVISION OF
CORPORATION FINANCE

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

Mail Stop 4720

April 6, 2017

Via E-mail

Terry S. Earley
Chief Financial Officer
Green Bancorp, Inc.
4000 Greenbriar
Houston, TX 77098

**Re: Green Bancorp, Inc.
Registration Statement on Form S-4
Filed March 31, 2017
File No. 333-217059**

Dear Mr. Earley:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Christopher Dunham, Staff Attorney, at (202) 551-3783 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti
Legal Branch Chief
Office of Financial Services

cc: Michael J. Zeidel, Esq.